



**Minnesota Transitions Charter School
Minutes of Special Board Meeting
August 4th, 2016
5:03 p.m.**

1. Call to Order

Becky Juntunen called the meeting to order at 5:03 p.m.

Secretary/Treasurer Tamara Schultz agreed to take the minutes.

Becky noted that the meeting was duly called and scheduled during the Board's last meeting on July 28, 2016, at which time the next board meeting was set for 4:00 p.m. on August 4, 2016. A notice and agenda for the meeting was posted on the School's website the following day, July 29, 2016. Written notice of the meeting was e-mailed to all Board members on July 29, 2016.

Becky noted that the original meeting was scheduled for 4:00 p.m. at the MTCS headquarters located at 2872 26th Avenue South, Minneapolis, MN. According to Board members Martin Lukaszewski and Andrea Miller, when they showed up with community member Wendy Lorenz-Walraven for the meeting at 4:00 p.m., they were informed by Patricia Brostrom that the board meeting was cancelled. Ms. Brostrom physically stood in the open front door thereby blocking Mr. Lukaszewski, Ms. Miller, and Ms. Lorenz-Walraven from entering the building. They left and returned a short time later along with Board Members Becky Juntunen and Tamara Schultz, as well as HR Director Mary Becker, interested community member Wendy Lorenz-Walraven, and MTCS attorney Craig Trepanier. They proceeded into the conference room to call the meeting to order.

Becky Juntunen and Tamara Schultz came with an amended agenda for the Board Meeting. Craig Trepanier offered copies of the agenda to everyone who was present.

After being repeatedly directed to leave the regular place of the board meeting, the decision was made under the emergency circumstances to move the location of the board meeting to Craig Trepanier's office located at 310 Fourth Avenue South, Suite 8000, Minneapolis, MN 55415. Everyone present was invited to attend the meeting at the new location.

After explaining the emergency circumstances noted above, Becky Juntunen noted the change of location of the Board Meeting and asked if each participant waived any objection to the change of location. Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, Mary Becker, and Wendy Lorenz-Walraven orally agreed to waive any such objection.

Becky Juntunen, Tamara Schultz, Martin Lukaszewski, and Andrea Miller waived any objection to the notice of the meeting and agreed to proceed with conducting the Board's business.

2. Roll Call

a. Note recent Board resignations

Becky Juntunen noted that former Board members Norm Lynskey, Scott Kringle, and Patrick Dreher submitted written resignations from the Board of Directors on July 29, 2016. Martin Lukaszewski made a motion to accept such resignations. The motion was seconded by Andrea Miller. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, and Andrea Miller.

b. Take roll call of Board members present and absent

Becky Juntunen noted the presence of the following Board Members:

- Becky Juntunen – Vice Chair (Acting Chair)
- Tamara Schultz – Secretary/Treasurer
- Andrea Miller
- Martin Lukaszewski

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

Becky Juntunen noted the presence of the following guests:

- Mary Becker – HR Director for MTCS
- Wendy Lorenz-Walraven – Interested community member
- Craig Trepanier – Attorney for MTCS

3. Special Report of HR Director Mary Becker

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

Mary Becker recapped the decision of the full Board of Directors at its July 28, 2016 meeting not to renew Patty Brostrom's Superintendent contract. It is scheduled to expire on August 15, 2016. Mary explained that on the day following the Board meeting, namely on July 29, 2016, three board members (Becky Juntunen, Tamara Schultz, and Andrea Miller) met with Ms. Brostrom, reiterated that her contract was not renewed, relieved her of all duties, told her that she would be paid through August 15th, took her keys, and Ms. Brostrom cleaned out her office.

b. Patty Brostrom's attempt to terminate Becky Juntunen and Tamara Schultz

Mary Becker reported that on August 3, 2016, both Becky Juntunen and Tamara Schultz received letters purportedly terminating their employment. The letters were signed by Patricia Brostrom. The letters claimed that because Becky and Tamara are no longer employees of the School, they cannot serve on its Board of Directors.

Mary Becker reported that during this very Board Meeting, she just received an e-mail message from Patricia Brostrom attaching a letter signed by Ms. Brostrom claiming to terminate her employment.

4. **Address Employment Status:**

Becky Juntunen noted that in light of the recent developments, it would be beneficial for the Board to clarify the employment status of the three individuals Ms. Brostrom attempted to terminate.

a. **Becky Juntunen**

Martin Lukaszewski made a motion resolving that the termination of Becky Juntunen was invalid, to rescind the purported termination of Becky Juntunen, reinstate her employment, reinstate her regular duties and responsibilities, and invite her back onto School premises. The motion was seconded by Andrea. Becky abstained from voting. The motion passed unanimously with votes in favor from Tamara Schultz, Martin Lukaszewski, and Andrea Miller.

b. **Tamara Schultz**

Andrea Miller made a motion resolving that the termination of Tamara Schultz was invalid, to rescind the purported termination of Tamara Schultz, reinstate her employment, reinstate her regular duties and responsibilities, and invite her back onto School premises. The motion was seconded by Martin Lukaszewski. Tamara abstained from voting. The motion passed unanimously with votes in favor from Becky Juntunen, Martin Lukaszewski, and Andrea Miller.

c. **Mary Becker**

Martin Lukaszewski made a motion resolving that the termination of Mary Becker was invalid, to rescind the purported termination of Mary Becker, reinstate her employment, reinstate her regular duties and responsibilities, and invite her back onto School premises. The motion was seconded by Andrea. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, and Andrea Miller.

5. **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**

Becky Juntunen reiterated that Patricia Brostrom has asserted that because Becky and Tamara were allegedly “terminated,” they cannot serve on the Board pursuant to the MTCS Bylaws. The Board discussed the benefit of clarifying their status as Board members now that their employment has been reinstated.

Becky Juntunen noted that the MTCS Bylaws allow the Board to fill any vacancies. Specifically, Article IV, Section 4, entitled “Vacancies” provides as follows:

“Unless otherwise designated by Minnesota State Laws for charter schools, vacancies for the term of the director shall be filled by the Board of Directors by a vote of majority of directors present and voting at a duly called meeting where there is a quorum of directors eligible to vote.”

It was noted that a quorum of Board members is present for this Board meeting. Following the recent resignation of three board members, five board members remained: Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Dehka Osman.

This Board meeting was duly called and is being attended by a majority made up of four out of the five Board members (namely, every Board member except Dehka Osman). If Becky Juntunen and Tamara Schultz were theoretically removed from the Board, then the Board would be made up of three board members: Martin Lukaszewski, Andrea Miller, and Dehka Osman. This Board meeting is also being attended by a majority of those members, made up of two out of the three Board members (namely, Martin Lukaszewski and Andrea Miller with Dehka Osman being absent).

In light of the foregoing, and the fact that any purported termination of Becky Juntunen and Tamara Schultz has been rescinded, it was noted that the Board can re-elect them to any vacancies that were purportedly created by their termination of employment.

Andrea Miller made a motion to elect Becky Juntunen and Tamara Schultz to the Board of Directors, to fill any purported vacancies caused by Ms. Brostrom's attempt to terminate their employment. Martin Lukaszewski seconded the motion. The motion passed unanimously with votes in favor from Martin Lukaszewski and Andrea Miller. To the extent they were never removed from the Board in the first place, Becky Juntunen and Tamara Schultz also voted in favor of remaining on the Board.

b. Fill Board vacancy for community leader position

Becky Juntunen noted there is a vacancy on the Board of Directors for a community member due to the recent resignation of Norm Lynskey. Martin Lukaszewski made a motion to elect Wendy Lorenz-Walraven to the Board of Directors as a community member, to fill the vacancy caused by Norm Lynskey's resignation. Andrea Miller seconded the motion. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, and Andrea Miller. Wendy accepted the appointment and participated in the balance of the Board meeting as a voting director.

6. Elect Board positions:

Andrea Miller brought a motion to elect the following persons to the offices noted below:

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

The motion was seconded by Becky Juntunen. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

7. Appoint Executive Committee

Becky Juntunen noted that Article IV, Section 5 of the MTCS Bylaws allow the Board of Directors to appoint an 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."

Tamara Schultz brought a motion to establish an Executive Committee comprised of the Chair, Becky Juntunen, Tamara Schultz, and Martin Lukaszewski. The motion was seconded by Andrea Miller. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

8. Status of Superintendent Contract for Patty Brostrom

A discussion was had about the options for handling Patty Brostrom's contract until August 15, 2016. The options include reiterating that Ms. Brostrom has been relieved of all duties until August 15th or officially terminating her contract effective immediately.

It was noted that Ms. Brostrom's Superintendent contract permits termination "at will" at any time for any reason or no reason. Specifically, Section 5 entitled "At-Will Employment" provides: "The Superintendent is an at-will employee and the District may terminate this contract and the Superintendent's employment at any time and for any reason or no reason. The District is not required to show cause for termination of the Superintendent's employment."

The Board noted that the full Board of Directors already made the decision at its July 28, 2016 meeting to not renew Ms. Brostrom's contract after a full discussion of her leadership capabilities. That decision was based on a variety of factors including Ms. Brostrom's performance and failure to meet certain performance goals.

It was noted that following the Board's decision to not renew Ms. Brostrom's contract, various additional management and performance issues have come to light including the following:

- The real estate lease for the Virtual High School did not include an "out" clause (early termination clause) despite the fact that Ms. Brostrom told the Board that there was an "out" clause. The Board found out recently that the written lease does not include an early termination clause and the landlord is now declaring MTCS in breach of the lease for attempting to move out early. It was also discovered that the lease includes significant rent increases over time that will impose a significant financial burden on the School.
- The Board recently discovered that Ms. Brostrom apparently never applied for "Lease Aid" to obtain state funding, despite that fact that she had informed the Board that she had applied for "Lease Aid" and the authorizer was holding up the process. Recently, the authorizer informed MTCS that MTCS never even applied for Lease Aid to begin with.

A discussion was had regarding the confusion and disruption that has arisen from not officially terminating Ms. Brostrom's contract, but allowing it to simply expire on August 15th.

A discussion was had regarding the best interests of the School and the students.

Martin Lukaszewski brought a motion to terminate the Superintendent contract of Patty Brostrom effective immediately but to pay Ms. Brostrom through August 15, 2016 including a \$5,000 bonus; to terminate Ms. Brostrom's employment relationship with the School in its entirety, in each and every capacity, effective immediately; to relieve Ms. Patty Brostrom of all duties, responsibilities, and authority effective immediately; and to direct Ms. Brostrom that she shall take no action on behalf of MTCS. The motion was seconded by Andrea Miller. The motion passed unanimously

with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

9. Clarify Directives to IT Vendor

Becky Juntunen noted the importance of providing clear direction to the MTCS's IT Vendor, CaDan, in light of recent developments.

a. Designated School point of contact

Andrea Miller brought a motion to designate Tamara Schultz as MTCS's key point of contact with authorization to provide direction to its IT vendor, CaDan. The motion was seconded by Martin Lukaszewski. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

b. E-mail access

Andrea Miller brought a motion to restore e-mail access for Becky Juntunen, Tamara Schultz, and Mary Becker. The motion was seconded by Wendy Lorenz-Walraven. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

Tamara Schultz brought a motion to change the password for Patricia Brostrom's previously assigned MTCS e-mail account and to disable Ms. Brostrom's access to this account. The motion was seconded by Wendy Lorenz-Walraven. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

c. Letter to IT Vendor from Board Chair

Tamara Schultz brought a motion to authorize Becky Juntunen, as Board Chair, to send a letter to the IT vendor (CaDan) confirming the above actions of the Board and directing CaDan that Patricia Brostrom does not have any authority to provide directives to the IT vendor. The motion was seconded by Andrea Miller. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

10. Status of Service Contract with Booth Law Group LLC

Becky Juntunen and Mary Becker noted that on August 3, 2016, attorney Laura Booth from Booth Law Group LLC was hired by the Executive Committee and sent a letter to Ms. Brostrom reminding her that her Superintendent contract is not being renewed, expires on August 15, 2016, and reminding her that she has been relieved of all duties.

Andrea Miller brought a motion to ratify the hiring of attorney Laura Booth's law firm, and ratify the contents and delivery of Ms. Booth's August 3rd letter to Patty Brostrom, and authorize Ms. Booth to perform future legal work for the School as directed by the Board of Directors or Executive Committee or their designee. The motion was seconded by Wendy Lorenz-Walraven. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

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

Craig Trepanier noted that he received an e-mail message today, August 4, 2016, from Patricia Brostrom purporting to terminate the Legal Services Agreement between MTCS and his law firm, Trepanier MacGillis Battina P.A.

Tamara Schultz brought a motion to ratify the Legal Services Agreement between MTCS and Trepanier MacGillis Battina P.A. Law Firm dated October 2015, reinstate that agreement to the extent that it was purportedly terminated by Patricia Brostrom, and authorizing Trepanier MacGillis Battina P.A. to perform future legal work for the School as directed by the Board of Directors or Executive Committee or their designee. The motion was seconded by Martin Lukaszewski. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

11A. Banking Resolutions

Wendy Lorenz-Walraven brought a motion, pursuant to Article V, Section 4 of the Bylaws, authorizing the Board Chair (Becky Juntunen) and Treasurer (Andrea Miller) to open bank accounts for Minnesota Transitions Charter School and for both the Chair and Treasurer to jointly sign checks on behalf of the School. The motion was seconded by Andrea Miller. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

12. Consent Agenda

Martin Lukaszewski brought a motion to approve the Amended Agenda of the August 4, 2016 Board meeting in the form attached as Exhibit A, with the addition of item 12A (Banking Resolutions). The motion was seconded by Wendy Lorenz-Walraven. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

It was noted that the Amended Agenda attached as Exhibit A (1) was offered to those present for the originally scheduled Board meeting at 2872 26th Avenue South, Minneapolis, MN; (2) was posted on the door to the conference room of the new location of the Board meeting at 310 Fourth Avenue South, Suite 8000, Minneapolis, MN 55415; and (3) was provided to all those present for the meeting.

13. Superintendent Search

A discussion was had regarding resuming the Superintendent search and possibly hiring a search firm to assist in the process.

14. Virtual Lease

Andrea Miller brought a motion to continue occupying the Virtual High School space. The motion was seconded by Tamara Schultz. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

15. Virtual Marketing

A discussion was had regarding the importance of marketing MTCS to new students and a marketing proposal being negotiated with the Mall of America. The proposal would include marketing displayed on tables and visual marketing on screens throughout the Mall.

Tamara Schultz brought a motion to authorize Martin Lukaszewski to negotiate and sign a marketing contract with the Mall of America, not to exceed \$20,000. The motion was seconded by Becky Juntunen. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

16. Adjournment

Prior to adjourning, a discussion was had regarding the date of the next Board meeting. Becky Juntunen requested another meeting and all of the Board members unanimously agreed to hold a Special Board Meeting on Wednesday, August 10, 2016 at 2:00 p.m. at a location to be determined.

All those in receipt of these minutes are notified that a Special Meeting of the Board of Directors will be held on Wednesday, August 10, 2016 at 2:00 p.m. at a location to be determined.

All of the Board members agreed to accept notices from the Board regarding Board meetings and official Board actions to their personal e-mail accounts. Each board member provided his/her personal e-mail address to the Secretary for this purpose.

Martin Lukaszewski brought a motion to adjourn the Board meeting at 6:52 p.m. The motion was seconded by Andrea Miller. The motion passed unanimously with votes in favor from Becky Juntunen, Tamara Schultz, Martin Lukaszewski, Andrea Miller, and Wendy Lorenz-Walraven.

Adjourned at 6:52 p.m.

Respectfully submitted on August 4, 2016.

Tamara Schultz, Secretary

These minutes are hereby approved and ratified by the undersigned Board members. The undersigned agree to accept notices from the Board regarding Board meetings and official Board actions to their personal e-mail addresses on file with the Secretary:

Becky Juntunen

Dated: _____

Tamara Schultz

Dated: _____

Martin Lukaszewski

Dated: _____

Andrea Miller

Dated: _____

Wendy Lorenz-Walraven

Dated: _____

Dehka Osman

Dated: _____