



**Minnesota Transitions Charter School**

**Minutes of Regular Board Meeting  
September 22, 2016  
4:00 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 4:07 p.m. Becky noted that the meeting is a regular Board Meeting of the Minnesota Transitions Charter School (“**MTCS**”) Board of Directors. 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)
- **Wendy Lorenz-Walraven** – Community Member (present)
- **Sheila McMahon** – Teacher (present)
- **Hassan Hassan** – Parent (present)

Becky noted the absence of the following Board Members:

- **Dekha Osman** – Parent (absent) (arrived at 4:09 p.m.)
- **Rand Retterath** – Community Member (present) (arrived at 4:20 p.m.)

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
- **Trevor Helmers** – MTCS Legal Counsel
- **Mary Becker** – MTCS Human Resources Director
- **Chuck Herdegen** – MTCS Financial Manager from Beltz, Kes, Darling & Associates (BKDA)
- **Miscellaneous** – Miscellaneous Teachers, Parents, and Guests

At 4:09 p.m., Board member **Dekha Osman** arrived at the Board meeting and joined the Directors. Dekha participated as a voting Board member throughout the remainder of the Board meeting.

At 4:20 p.m., Board member **Rand Retterath** arrived at the Board meeting and joined the Directors. Rand participated as a voting Board member throughout the remainder of the Board meeting.

At 4:25 p.m., **Trevor Helmers**, counsel for MTCS, arrived at the Board meeting, joined the audience, and later participated in the Closed Session.

### 3. **Review of Agenda**

Becky Juntunen read the amended agenda.

### 4. **Approval of August 22, 2016 Board Meeting Minutes & Ratification of Actions taken during the Meeting**

Sheila McMahon made a motion to approve the August 25, 2016 Board Meeting Minutes for the “Open Session” and ratify and confirm all actions taken during the August 25, 2016 Board Meeting during Open Session. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (8-0), with votes in favor from Sheila McMahon, Hassan Hassan, Becky Juntunen, Martin Lukaszewski, Tamara Schultz, Andrea Miller, Wendy Lorenz-Walraven, and Dekha Osman. Rand Retterath was not present to vote on this motion. No Board members voted against the motion.

Martin Lukaszewski made a motion to approve the August 25, 2016 Board Meeting Minutes for the “Closed Session” and ratify and confirm all actions taken during the August 25, 2016 Board Meeting during Closed Session. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (8-0), with votes in favor from Sheila McMahon, Hassan Hassan, Becky Juntunen, Martin Lukaszewski, Tamara Schultz, Andrea Miller, Wendy Lorenz-Walraven, and Dekha Osman. Rand Retterath was not present to vote on this motion. No Board members voted against the motion.



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

Becky Juntunen noted that there were no Executive Committee Minutes to be approved.

**6. Financial Report Presented by BKDA**

Chuck Herdegen, MTCS's financial manager from BKDA, presented the Financial Statements, which were included in the Board packet. Chuck noted that MTCS District Administrator, Erin Schurman, will help schedule a financial training session for October or November.

**7. Strategic Plan**

Tamara Schultz proposed three dates for the Strategic Planning Committee to meet along with the Interim Superintendent once hired.

**8. HR Report**

Mary Becker, MTCS Human Resources Director, provided a Human Resources report including proposed hires and terminations.

Andrea Miller made a motion to hire paraprofessional aid for Banaadir South. The motion was seconded by Sheila McMahon. There was no discussion. The motion passed unanimously (9-0) with votes in favor from Rand Retterath, Sheila McMahon, Hassan Hassan, Becky Juntunen, Martin Lukaszewski, Tamara Schultz, Andrea Miller, Wendy Lorenz-Walraven, and Dekha Osman. No Board members voted against the motion.

Andrea Miller made a motion to accept the resignation of one employee at Banaadir South. The motion was seconded by Wendy Lorenz-Walraven. There was no discussion. The motion passed unanimously (9-0) with votes in favor from Rand Retterath, Sheila McMahon, Hassan Hassan, Becky Juntunen, Martin Lukaszewski, Tamara Schultz, Andrea Miller, Wendy Lorenz-Walraven, and Dekha Osman. No Board members voted against the motion.

**9. Superintendent Search**

Mary Becker reported that the hiring committee recommends Dennis Carlson as Interim Superintendent. Mary explained that Mr. Carlson is the former Superintendent from the Anoka-Hennepin School District. Mary briefly explained the consulting agreement that MTCS drafted for Mr. Carlson's consideration, including that Mr. Carlson would be paid a daily rate and would not be eligible for employee benefits.

Tamara Schultz made a motion to hire Dennis Carlson as the Interim Superintendent for MTCS. The motion was seconded by Dekha Osman. Tamara Schultz withdrew the motion.



Tamara Schultz made a motion to approve the consulting agreement between MTCS and Carlson Consulting Corporation in the form circulated by Mary Becker for the term September 26, 2016 through June, 30, 2017. The motion was seconded by Rand Retterath. There was no discussion. The motion passed unanimously (9-0) with votes in favor from Rand Retterath, Sheila McMahon, Hassan Hassan, Becky Juntunen, Martin Lukaszewski, Tamara Schultz, Andrea Miller, Wendy Lorenz-Walraven, and Dekha Osman. No Board members voted against the motion.

#### 10. Old Business

Rand Retterath made a motion to designate Venture Bank and US Bank as depository institutions of MTCS. The motion was seconded by Tamara Schultz. The Board discussed that Venture Bank and US Bank are closer to the MTCS District Office and more convenient. The motion passed unanimously (9-0) with votes in favor from Rand Retterath, Sheila McMahon, Hassan Hassan, Becky Juntunen, Martin Lukaszewski, Tamara Schultz, Andrea Miller, Wendy Lorenz-Walraven, and Dekha Osman. No Board members voted against the motion.

#### 11. New Business

Becky Juntunen noted that there was no new business.

#### 12. Open Forum

There was no Open Forum during the meeting.

#### 13. Closed Portion of Meeting

Becky Juntunen noted that the Minnesota Open Meeting Law, Minnesota Statutes, Section 13D.05, subdivision 3(b), allows the Board of Directors to close a meeting to engage in attorney-client privileged discussions. The School is engaged in litigation with a landlord in the case of *1130 LLC v. MTCS*. The Board seeks to meet with its attorney to discuss the status of the matter and potential resolution of the case. The School and its employees are or may be involved in litigation with a former employee in the case of *Lavorato v. Schultz*. The Board seeks to meet with its attorney to discuss the status of the litigation, the alleged claims against the School, the School attorney's analysis of the same, and the options for responding to such claims. A former employee has also alleged potential legal actions against the School. The Board seeks to meet with its legal counsel to discuss the alleged legal claims, the School attorney's analysis of the same, and the School's options in responding to such claims. It would be detrimental to the School's interests for the Board to hold a public discussion with its attorney where any adverse party or their attorney could listen to or be made aware of the attorney's advice related to the litigation. It is in the District's best interest for the Board to obtain legal advice in a confidential setting to maintain the attorney-client privilege. Accordingly, Becky Juntunen noted that she would entertain a motion that the meeting be closed pursuant to the attorney-client privilege for the reasons cited above.



Martin Lukaszewski made a motion to close the September 22, 2016 Board meeting per the attorney-client privilege. The motion was seconded by Andrea Miller. There was no discussion. The motion passed unanimously (9-0) with votes in favor from Rand Retterath, Sheila McMahon, Hassan Hassan, Becky Juntunen, Martin Lukaszewski, Tamara Schultz, Andrea Miller, Wendy Lorenz-Walraven, and Dekha Osman. No Board members voted against the motion.

Becky Juntunen closed the meeting at 4:51 p.m.

*Hassan Hassan left before the closed session began and did not participate in the closed session. Dekha Osman and Wendy Lorenz-Walraven left the Board meeting during the closed session and therefore, only participated in a portion of the closed session. Dekha Osman left at approximately 5:53 p.m. and Wendy Lorenz-Walraven left at approximately 6:09 p.m. Separate minutes have been prepared for the closed session of this meeting.*

Becky Juntunen re-opened the meeting to the public at 6:26 p.m. Becky Juntunen noted that the following individuals were present during the closed session:

- **Becky Juntunen** – Board member
- **Tamara Schultz** – Board member
- **Andrea Miller** – Board member
- **Dekha Osman** – Board member (left the meeting at approx. 5:53 p.m.)
- **Wendy Lorenz-Walraven** – Board member (left the meeting at approx. 6:09 p.m.)
- **Rand Retterath** – Board member
- **Sheila McMahon** – Board member
- **Craig W. Trepanier** – MTCS Legal Counsel
- **Trevor Helmers** – MTCS Legal Counsel
- **Mary Becker** – MTCS HR Director (invited by the Board to participate)

Becky Juntunen noted that Board member, Hassan Hassan, was not present during the Closed Session. Becky further noted that Board members Dekha Osman and Wendy Lorenz-Walraven only participated in a portion of the closed meeting.

#### 14. **Adjournment**

Becky Juntunen made a motion to adjourn the Regular Board Meeting. The motion was seconded by Martin Lukaszewski. 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 6:28 p.m.

**Respectfully submitted.**

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Tamara Schultz, Secretary