

**DRAFT - NOT YET APPROVED**

**Board of Directors  
Workshop Minutes  
Math & Science Academy  
Monday, August 15, 2022  
Building B and Remotely  
8430 Woodbury Crossing, Woodbury, MN 55125**

**Call to Order** by Dan Ellingson at 5:00 pm

**Members Present:**

Voting:

Dan Ellingson, Chair

Maggie Burggraaff, Vice Chair

Cody Schniepp, Treasurer

Jennifer Bartle

Jeff Eng

Non-voting:

Randy Vetsch, Director

**Absent:**

Non-voting:

Voting:

**Workshop Agenda (5:00PM - 6:00PM)**

**Discussion**

**Workshop was adjourned at 6:00 PM**

**Submitted and Approved:**

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**Board of Directors  
Meeting Minutes  
Math & Science Academy  
Monday, August 15, 2022  
Building B and Remotely  
8430 Woodbury Crossing, Woodbury, MN 55125**

**1. Call to Order** by Dan Ellingson at 6:15 pm

Vision and Mission read by Maggie Burggraaff.

**2. Roll Call of Members**

**Present:**

Voting:

Dan Ellingson, Chair

Maggie Burggraaff, Vice Chair

Cody Schniepp, Treasurer

Jennifer Bartle

Jeff Eng

Non-voting:

Randy Vetsch, Executive Director

**Absent:**

**3. Approval of Agenda**

Conflicts of Interest: None

**Motion to approve the agenda.**

Moved by: Maggie Burggraaff

Second: Cody Schniepp

Discussion:

15b.i. - Parent Board is listed in 15b.ii and should be to 15b.i.

**Motion to approve Agenda as amended.**

Vote: 5-yes                      0-no    0-abstain

The motion carries.

**4. MSA Monthly Celebration - Back in September 2022**

**5. Open Forum**

None

**6. Approval of Minutes.**

## **DRAFT - NOT YET APPROVED**

### **a. Motion to approve the BOD Workshop and Meeting, July 18, 2022.**

Moved by: Maggie Burggraaff

Second: Jennifer Bartle

Discussion:

None

Vote: 5-yes                      0-no    0-abstain

The motion carries.

### **7. Student Representative Communication and Update**

None

### **8. Executive Director's Report**

Mr. Vetsch provided the update in the Board packet.

There will be Town Hall meetings which are a result of the investigation. It will be held shortly after school around 4:15. This will be a question and answer for students. Board discussed the meeting format.

Board binders will be distributed to each board member and collected at the end of the school year which will be updated.

Badges will be created for the board members with pictures.

There will be no mask recommendations. There are no CDC requirements.

#### **Open Forum:**

Mr. Ellingson asked for any open forum items for any attendees that could not get into the building before the meeting. There are no other open forums.

### **9. Chair's Report**

Mr. Ellingson introduced Ia Xiong, Board Recorder. Meetings are recorded. Ms. Xiong will summarize the minutes for the Secretary to approve.

### **10. Reports from Board Committees, Activities Director and Task Forces**

Governance (Ellingson): Report submitted.

School Expansion (Eng): No report submitted. Mr. Eng provided an update. Interviews with architects were held last Friday. There were parents, students, and teachers present and they will provide rankings. There will be weekly meetings with NTH with deadlines. They are scanning possible sites. Architects will be chosen. Then the contractor will be recommended to the Board in October.

Policy (TBD): No report submitted.

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Finance (Schniepp): Report submitted. Mr. Schniepp provided an update. Audit is in mid-October and there will be a finalized financial statement before the audit. Fund balance is good. This year and last year, we came in under budget due to covid funds.

Board discussed the Building Company and the money flow from the lease aid to the Building Company. The Building Company owns the buildings, not MSA. MSA pays rent. The Building Company pays the bonds. The Building Company is a non-profit and therefore does not have to pay taxes. Notes will be kept separate from the Building Company.

### **Motion to approve August 8, 2022 Financial Report.**

Moved by: Cody Schniepp      Second: Dan Ellingson

Discussion:

The fund balance is 40%. For the school expansion, the goal would be to get it closer to 23-25% fund balance.

Vote:      5-yes   0-no   0-abstain

The motion carries.

## **11. Consent Agenda**

a. MSA School Calendar 2022-23 minor error

### **Motion to approve Consent Agenda.**

Moved by: Dan Ellingson      Second: Maggie Burggraaff

Discussion:

None

Vote:      5-yes   0-no   0-abstain

The motion carries.

## **12. Diversity, Equity, and Inclusion**

### **a. Dashboard Update related to DEI**

Discussion:

Mr. Ellingson provided an overview of the dashboard in the board packet. The academics and personnel committees were dissolved and in progress on how to move forward

Training is ongoing. There are best practices such as conflict of interest training and improving training notes. Notes would not be written word for word nor will it only provide motions. It would be somewhere in between.

### **b. Continue sharing outcome of investigation with public**

Discussion:

Mr. Ellingson provided an update. There was an internal investigation that took a year for the findings. An email will go out to the community from Mr. Ellingson with a link and will also be on the web page.

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### **Motion to approve release of document with minor changes.**

Moved by: Dan Ellingson    Second: Maggie Burggraaff

Discussion:

Board discussed when to update. It could be updated once a month, end of semester, or end of year. The dashboard will be useful.

Vote: 5-yes    0-no    0-abstain

The motion carries.

### **c. BOD By-Law discussion**

#### **i. By Laws After 2019 Revision**

#### **ii. Virtual Governance Discussion**

Discussion:

Mr. Ellingson went through the proposed changes provided in the Board packet.

Changes to the by-laws will take time for readings and approval.

Board discussed the board member terms with a one year break of more than two terms. There could be a wildcard for one member to be either a parent and community member since it is difficult to fill in a community member position.

Board discussed conflicts of interest for the teacher being chair and providing review for the director. Board also discussed a teacher conflict of interest as the Board Chair and chairing the financial committee.

Board discussed how to remove board members. There needs to be a mechanism on how to remove a board member. There needs to be purpose and it needs to be egregious.

#### **iii. Policy 209 Ethics Signature discussion/oath update**

Discussion:

Oath of Office - Does the Board want to strengthen it or leave it as is? Board says to leave it for now.

There will be a meeting for the community to get more feedback.

Who will chair the Governance Committee? The rules will be revisited on who can chair the Governance Committee.

### **13. Items for Discussion**

#### **A. Annual review of 531 Pledge of Allegiance Policy**

Discussion:

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Ms. Burggraaff provided background. In the past, the board signed a waiver to the policy that requires this. It needs to be voted on annually. This item is in the Decision section and will be voted on later.

### **Motion for Board to recess at 7:40 pm.**

Moved by: Dan Ellingson                      Second: Maggie Burggraaff

Vote: 5-yes    0-no    0-abstain

The motion carries.

### **Board resumed at 7:47 pm**

#### **14. Items for Decision**

##### **a. Old Business - Approve NTH contract**

###### **Motion to approve the NTH contract.**

Moved by: Dan Ellingson                      Second: Jeff Eng

Discussion:

Board had approved a one month contract for NTH last month. NTH reduced their broker fee. It was originally 5% and was reduced to 4%. Exercising an option does not require a broker therefore there would be no broker fee.

Most of the terms were worked out but were not ready for the board packet last month.

Vote: 5-yes    0-no    -abstain

The motion carries.

##### **b. BOD additional member seating**

###### **i. BOD Parent Member Nominee Introductions / Voting**

- 1. MSA BOD - Ltr of Interest (Patel).pdf**
- 2. Jackie Smitley - Parent BOD Nominee.pdf**
- 3. Leigh Ann - Parent BOD Nominee.pdf**
- 4. Pauline Ho - Parent BOD Nominee.pdf**

Discussion:

Pauline Ho was not able to attend tonight. Private ballot will be done by Mr. Ellingson and Ms. Burggraaff will check. This is to fill in a parent member position for a two year term who left the position early.

Each parent nominee provided a brief presentation. Their information is in the board packet.

Hatel Patel - She has five children. They entered MSA when COVID hit. She is focused on the board's duty to provide security to teachers and students. Fiduciary of loyalty and honesty.

Jackie Smitley - She is a substitute teacher and will rescind her nomination which she understood to be a conflict of interest. Mr. Eng pointed out that the bylaws allow substitute teachers as long as it is no more than 0.5 FTE.

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Leigh Ann - She ran with an open seat this past spring. She is in the public sector and has experience in managing staff and contract management. Ms. Ann is deaf and uses closed captioning and would advocate for it.

Voting:

Hatel Patel - 3

Leigh Ann - 2

Pauline Ho - 0

Discussion:

The board voted in July for the teacher seatings. It included a position where the election in the spring was conducted and the winning member was to be seated in June. On May 27, this person submitted a letter resigning. The board discussed whether this was a resignation or if this person was never seated and therefore never a board member to resign. This is a 3 year term. Board may seat outside of an election when a seat is open midterm.

Mr. Vetsch had spoken to Laura Booth. She advised that the letter submitted was a written resignation and therefore can be considered a vacant position. However, the person never took the oath or the seat.

There was a previous instance where Adam Bartz left and therefore there was an interim until a vote was conducted.

The seat would be up in June with a 2 year term left.

**Motion to post an interim position until seated in June.**

Moved by: Dan Ellingson    Second: Maggie Burggraaff

Discussion:

None

Voted:

Vote: 5-yes    0-no    0-abstain

The motion carries.

### **ii. BOD Teacher Member Introductions**

**Discussion:**

DJ Johnston - He is a special education teacher and will be here 2 years. He has 3 kids in college.

Teresa Ward - She has been a parent and teacher since 2008. She has 2 students that graduated from MSA.

Wendell Slatten - He is the band and orchestra teacher. He would like to bring inclusivity to the board.

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### **iii. Seating of all new members**

Discussion:

Mr. Ellingson read the oath to the new board members. New Board Members signed the oath.

### **c. BOD Recorder assignment - remains la Xiong**

Discussion:

Mr. Ellingson noted that la Xiong is the current board recorder.

#### **Motion to keep la Xiong as the Board Recorder.**

Moved by: Dan Ellingson                      Second: Maggie Burggraaff

Discussion:

None

Vote: 9-yes    0-no    0-abstain

The motion carries.

### **d. BOD Secretary assignment (Approve meeting minutes drafted by la Xiong)**

Discussion:

The Board Recorder would not attend special meetings. Mr. Johnston volunteered to be the Secretary.

#### **Motion for DJ Johnston to take the secretary officer.**

Moved by: Dan Ellingson                      Second: Jeff Eng

Vote: 9-yes    0-no    0-abstain

The motion carries.

### **e. Pledge of Allegiance Policy Waiver**

#### **Motion to adopt the Pledge of Allegiance Policy Waiver.**

Moved by: Maggie Burggraaff                      Second: Wendell Slatten

Discussion:

Board discussed the waiver. There was a mix of keeping it or waiving. Giving them a choice of either observing it or waiving it.

Vote: 8-yes    Jennifer Bartle-no    0-abstain

The motion carries.

### **f. Approve external BOD/staff training dates and topics**



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- i. Staff = August 30th with Paula Forbes from 9AM-12PM**
- ii. BOD = 2 hour training, we could do this over workshops**

Discussion:

Board discussed the training.

**Motion to approve the dates and plan.**

Moved by: Dan Ellingson

Second: Maggie Burggraaff

Vote: 9-yes 0-no 0-abstain

The motion carries.

### **g. Approve - Elections Policy 201.1**

Discussion:

It was reviewed in July and there were issues in IV. Item IV will be edited again.

Item I - Marketing plan needs to be clarified. Changes will be brought back to the board again.

### **15. Future BOD Meeting and Workshop Agenda Items**

- a. Annual BOD training of Data Privacy

### **16. Meeting Plus/Minus**

Discussion:

Plus:

- having a full board
- more space in the room

Minus:

- locked door was an issue
- location of the meeting to be on the calendar not just on the agenda
- send an email on upcoming board meetings with a link of the agenda ahead of time
- easier to hear in building A
- ADA compliant meeting (no smart board and viewing at home)
- ADA website

### **17. Motion to adjourn at 9:04 pm.**

Moved by: Dan Ellingson

Second: Maggie Burggraaff

Vote: 9-yes 0-no 0-abstain

The motion carries.

**Submitted:**

Ia Xiong, Board Recorder

**Approved:**

DJ Johnston, Secretary