

MSA Governance Committee Meeting Notes

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October 6, 2022 | 2-4:00 pm | Meeting called by Hetal S Patel

Governance Committee Members

Hetal S. Patel, Chair | Dan Ellingson, VC | Jeff Eng, Board Member | Randy Vetsch, MSA ED (Ex-Officio) | Kate Hinton, MSA HS AP (Ex-Officio) | Noah Yehalashet, Student Rep (non-voting) | Leigh Ann Ahmad, Parent Member

ATTENDANCE: The Committee Meeting was attended by Members, Dan Ellingson and Hetal Patel, Ex-Officio Members, Mr. Vetsch and Dr. Hinton.

TASKS:

1. Agenda items relating to adoption and/or revision of the following 6 mandated Policies was completed as follows:

Policies 102, 522, 722 and 413 were edited to incorporate state mandated *revisions* exemplified in MSBA's Models of the same.

Policies 415, concerning the Maltreatment of Vulnerable Adults, and Policy 510 titled, Extracurricular Activities - both mandated Policies – were prepared for *adoption* and ensured by the Cmte to mirror the MSBA Models.

Section IV.D. of Policy 208 - "Development, Adoption, and Implementation of Policies," provides that "if a policy is modified with minor changes that do not affect the substance of the policy of because of legal change over which the BOD has no control, the modified policy may be approved at one meeting at the discretion of the BOD." As such, the Committee recommended listing non-discretionary revised Policies 102, 522, 722 and 413 as Consent items for Board's approval on Oct 17th.

Policy 415 - though also clearly non-discretionary - are presented for initial adoption (vs. modification) to which Section IV.D does not include. Section IV.A. states that "the BOD shall give notice of proposed policy changes or adoption of new policies by placing the item on the agenda of two BOD meetings [and that] [t]he proposals shall be distributed and public comment will be allowed at both meeting." Thus, Policies 415 should be listed as discussion items for the Board's initial consideration on Oct 17th and again on Nov 21st.

Policy 510 should be Emergently adopted at the October meeting, and placed for final adoption in November, per Pre-Meeting Notice calling for Rescission of Policy 510.1. Section IV.C. of Policy 208 states: "In an emergency, a new or modified policy may be adopted by a majority vote of a quorum of the BOD in a single meeting. A statement regarding the emergency and the need for immediate adoption of the policy shall be included in the minutes. The policy adopted in an emergency shall expire within one year following the emergency action unless the policy adoption procedure stated [in IV.A] is followed and the policy is reaffirmed. The BOD shall have discretion to determine what constitutes an emergency.

[MSA Policy 208 - Devl, Adopt, Implement Policies.pdf](#)

2. The task of preparing a draft of Revised Bylaws for the Board to consider was initiated: The Board on Sept 30, 2022 completed a rough draft with annotations for suggested language pulled from relevant State Statutes and examples of other Charter Schools' Bylaws adoption of such statutes into its clauses. During the Meeting, the Cmte was able to evaluate the following Articles: Purpose, Offices, Minnesota Law Compliance, Board of Directors – the Cmte began reviewing this Article but did not complete due to time constraints.

PLAN: The Cmte will reconvene in early Nov to: 1. review at least Policies 503, 413 and 620 with Admin. 2. evaluate the following remaining draft Bylaws' Articles: Officers, Employees, Distribution of Assets, Indemnification and Insurance, Amendments, Financial Matters, Parliamentary Procedure.