

Board of Directors Meeting
Bdote Learning Center
3216 E. 29th St.
Minneapolis, MN 55406

MINUTES - FINAL

September 28, 2020 4:30 pm- 6:00 pm

NOTE: the September Board of Directors meeting is conducted via ZOOM digital platform during COVID 19 school closure mandate. All votes are conducted by individual member roll call.

MEETING MINUTES

JH: at 4:30 *We're just waiting for quorum; a few board members are running late today, Kat and Fong, mentioned that they both be a bit late.*

AD: *reqs Jenn to pull up agenda; can't find; jh asks MF to find it; mff I can't get into my email.*

1. Call meeting to order

AD: *at 4:43. looking at the participants we don't have quorum. Joe needs new link.*

Record Board member attendance: *Jenn Hall, Autumn Dillie, Michele Fluhr Fraser, (4:43 Joe Rice, 5:15 Mary, 5:25 Kat)*

Record Board members absent: *Pam Goeke, Louise Mattson*

Record Guest attendance: *Cindy Ward Thompson, Director of administration; Nichole Schmidt, CLA; Beth Brown; Tom Tapper from IQS authorizer; Elisa Waukozo; Hinhan Loudhawk; Carol Charging Thunder; Dennis Gilbert; Sisoka Duta; Liz Sullivan; Billy Western Boy; Graham Hartley; Irene Zamora; Jei Herald Zamora; Jewel Arcoran; Caley Peiper; Liz Cates; Emily Schwarting; Julie Kunze; Eric Cortez; Sue Bobolink; Josh Doane; Barry Hand; Maggie Lorenz; Joe Mousseau; Rebecca Mousseau; Kate Beane; Kate Stemper; Katie Vigness; Kelsey Henry; Paula Kostman; Tony Frank; Carley Anderson; Dustin Peyton;*

2. Review and approve agenda: *Initially tabled; Once quorum was achieved at 5:15, JH offered some edits on the agenda- add approval for purchase of Van and add accepting GH resignation.*

JH: *move to approve revised agenda-with the two additions from JH; MH second:*

AD: *roll call vote: MH, MFF, JH, Joe, all yeah- Motion passes.*

JH: *notes Tom from IQS is in attendance- what do we do if we don't have quorum?*

Tom IQS: *you can meet without quorum- discuss items that do not require motion/voting/passing*

MFF: *where is GH resignation on the agenda- can we do that first and our we considered quorum if we have not yet accepted his resignation?*

CWT: *Joe Rice is on now.*

MFF: *With Joe here we still do not have quorum.*

AD: *We will get started then even though we don't have quorum we will go ahead with discussion items that do not require action.*

AD: *Nichole, are you ready to do the August financials-*

((GO TO ITEM 4a on page 3 for Nichole's report.))

((There was no agenda item listing for 'Committee updates'))

AD: *are we ready for any committee updates?*

JH: *Finance committee met today- reviewed everything Nichole went over- main issue is to approve the purchase of another van with some of the second COVID cares money (39k); justification is reduced transportation costs.*

Tom: *IQS offers some procedural guidance about bids etc-*

CWT: *we are getting bids- the state and with the deadline of Oct 1, needs to know that the board has approved the bidding (and purchase) process; the state has already approved the purchase without the VIN, they just need it in the notes that the board approves. We are getting multiple quotes.*

JH: *motion to authorize a bidding/purchase process for the VAN with CARES funding; second MH.*

AD: *rollcall mh, jh, jr, mff, (Kat abstains because she just entered mtg)
Motion passes*

AD: *moving forward to accept Graham's resignation-*

JH: *given some background that GH is now on staff at Bdote, we wanted to make sure we are not violating any conflict of interest, and follow precedent with previous board member/employee or family employee situations and ensure transparency during transition, and so he can stay on a staff person- give him as many hours towards admin work and not worry about 10% of his time serving as the substitute teacher hours, and that during DL we don't have the need for sub hours, it was best to accept his resignation- He already sent his letter- so I want to make that motion to accept his resignation:*

AD: *do we have a second- MH,*

AD: *Roll call: mh, mff, jr, jh, kat, all yeah.
Motion passes*

JH: *I want to acknowledge GH active participation and quality work as treasurer, we will miss him, and thank him for sticking around in an administrative capacity.*

AD: *moving forward to the transition planning for Cindy's departure (5A)*

JH: *we will talk about the transition plan today- putting forward some ideas for the transition we have discussed with IQS, Cindy, and MACS- this is different and separate from the school restructuring that was started.*

MFF: *regarding what is on agenda, the next item is 4c. We need to address the Financial Transition item that addresses the need to change who can sign checks and approve invoice payments- need two separate people- to agree that they will take these roles.*

Tom: *Isn't the answer in your bylaws? I don't know your bylaws but typically more than just one person has authorization and we need to identify a new treasurer- and maybe wait til october so you can check bylaws.*

AD: *Louise is still on there, let's table that to the October mtg.*

AD: *Now we are moving into transition planning- requested that Jenn share what she has for this-*

((move to 5A- NEW BUSINESS and proceed through the rest of the agenda))

3. Review and approve August board meeting minutes: (Tabled/Moved to October mtg)

4. Financials: presented by Nichole Schmidt- CLA **(prior to quorum)**

a. Review August financials

Nichole: 2 mos ,17% into the new fiscal year; july and aug are quiet/slower; enrollment is great- budget for 115, today is 113; first hold back fy 20 was rec'd \$183,000; With this \$, lots of AP taken care of including 100k toward loan; rent for july and aug not paid because church did not send invoiced but nichole rec'd them just before this mtg and will be paid next IDEAS pmt; we rec'd second CARES funding, 39,000; later in mtg we will be authorizing purchase of van with some of that money; rag audit is completed; we had a single audit due to us rec'g more than 750,000; we will have annual audit presentation at October meeting; through end of aug, ending profit 24,000- Fund balance up to 188,000. FY 20 was best year for Bdote- Now the fund balance is at 164000 coming into the new year; we owe 400k line of credit due to Propel Nonprofit, due to MDE hold backs – we just paid 100k on **0902** (not reflected in current financial statement for Sept, and they'll get another 100k on aug 30; all on target for paying this off as planned when the board approved taking out this line of credit; Not much else, board review Aug financials and checks and the September will be approved at October meeting since we do not have quorum right now.

> accept the checks and deposits – **(Tabled/moved to October mtg)**

b. Electing a new Treasurer

I REVIEWED BOTH VIDEO AND AUDIO RECORDINGS AND FOUND NO DISCUSSION OR ACTION RELATED TO THIS ITEM.

AD and JH: let's move to Public comment item #6

JH: gave basic structure for 2 minutes process etc.

((go to ITEM 6 BELOW for public comment))

((Return here after Item 6 Public Comment))

c. Finance transition discussion **(Tabled/moved to October mtg)**

5. New Business

a. Transition planning (starts with some discussion at the bottom of page 2)

AD: Jenn can you pull up what you've got written our so far-

JH: I don't have a doc for public consumption, don't want to break privacy issues. Maybe we can start the discussion and I'll share what we've been working on.

b. Develop a plan to handle the workload

JH: we are portioning out some of these duties; Cindy will be on for 10 hours a week through the month of Oct and we have some day to day functions assigned to people who are stepping up to take them on- until we find an interim; We want to send a survey about what do we need in an interim director; Cindy, can I share the letter to the parents with some of the work load distributed and staff contacts for each duty area- So, could the board please review the communication and we can work out the transition?"

MH: How long will interim be in place?

JH: we are flexible but maybe 2 months and if you are familiar with charter schools, we will take your suggestions;

MH: what about longer term things like grant administration – ok GH has that duty;

MH: a question from Barry in zoom chat- who is the point person for parents, students, staff, who does what?

JH: maybe the dean of students could step up and can field calls concerns from family; Veronica and

MH: where do the teachers go to with questions?

AD: I think LC is a good idea to handle HR, talking to the teachers, in that realm.

MFF: is she still in this meeting?

Liz Cates: YES, I'm here; I would be open to that as long as long as I know what is expected, I'd be happy to do that for teachers, so ya, sounds good to me, need more details on what that mean, says she is down to help in that way for voicing for the teachers to the board- sounds good.

JH: clarifies a bit- LC needs to leave meeting.

AD: more questions?

MH: wants to double check with Cindy- do you think that this doc covers everything that you do in a day... What about staff? Add Liz C on as Dean of Staff-

MFF: we don't have a role like that- how about "Teacher liaison"-

CWT: there are definitely some pieces that need to be ironed out still, but this is a pretty good list, and I know other things will come up but we are working through it.

MH: you know how we get a leadership report at board meetings, how will we get some of those reports and progress on those actions-

JH: we will try to have governance attend the staff meetings and stay in touch with all parties to get the questions or concerns.

AD: Any more questions? moving forward do we have a motion

MFF: so is the motion to approve the transition plan or to approve the communication to parent letter?

JH: says its two diff things.

MFF: I'm not ready to vote on the transition plan because I don't think we discussed that, but I see the communication to parent as something we can vote on, so I that's what I feel comfortable voting on.

JH: ok, so we can approve that portion-

JR: I move that we approve parent communication re Cindy's departure, transition contacts, etc,

JH: second,

AD: roll call MFF, JH, MH, JR, Kat, all yeahs

Motion passes.

(6:35) TOM from IQS: I've got to leave meeting. Impressive meeting- great participation- I'll forward to you some support for the hiring process- you've got it pretty well laid out- search committee should be 8-10 or so- critical thing is get the committee started and get the survey out and on those results, you can develop the job description, post, develop questions etc. I'll get out to you the timeline for the director- and the interim should be a fast hire and it's really an immediate task, so Cindy can get that training done, and you folks have an awesome task and an awesome school, I put in my two cents worth for the work that Cindy has done and we'll help you in any way that we can.

c. Interim Director hiring process and timeline

JH: so for the board's consideration, what I want to do today is authorize our process to hire an interim, then form there develop a more robust hiring process for the permanent director with an advisory hiring committee; and let the executive committee who is Michele, Autumn and Myself, and to hire the interim director. Like tom said this needs to be Asap so Cindy has time to train the interim and she can handle some of the reporting and finance things- during the transition

MH: So are we forming a committee of 8-10 people for the permanent director right now? And that three people are doing the hiring of the interim?

JH: (with lot of explanation about input from MACS and IQS) I think with the plan for how staff are stepping up with the additional duties and the permanent director advisory hiring committee will be formed asap, but not today- we just need to talk about it; and yes, the executive committee will hire the interim.

AD: So now do we have a motion to authorize the hiring process for the interim by the executive committee? Is there a motion to approve? **MH;** **JR** second

AD: roll call: Jh, jr, mh, kat, mff, all yeah
Motion passes

d. Permanent Director hiring process and timeline-

JH: taking under advisement Tom's suggestion from IQS of 8-10, and based on all the interest presented today, I'd like to get a few volunteers to come up with a plan to make sure that we have the proper representation and maybe set up a process for creating the committee and then get that in place in the October meeting.

AD: when we spoke to children as well, we want to make sure there are 2 each of students, staff, parents, and board members are involved and figure out the process of how we vet out those participants because we have a lot of interest from parents.

JH: MACS has really good ideas and knowing that we going to get more info from Tom, we need to wait to use all that information and develop a thoughtful approach to this hiring.

MFF: so the suggestion would be to maybe have a meeting outside of this meeting to take Tom's info under advisement and come up with the plan to form the advisory hiring committee, and then present that at the Oct meeting?

JH: to MFF comment, yes- So I move that we table this to October

AD: we don't need to vote to table {continue} the discussion to October.

{From ZOOM chat- Corey Western Boy asks about the fairness of side meetings-}

AD: response to chat comment: any discussions and outcomes of governance, or hiring meetings the side meetings, are all shared at the next board meeting and are not kept secret or hidden knowledge- we're just trying to establish what we're going to do going forward.

e. Establish a Hiring Committee who will handle both Interim and Permanent role

(MFF in summary and based on the discussion in Item c, above, the hiring for interim will be done by the Governance committee and the Permanent director will be hired by the Advisory committee which will be developed at the October meeting).

MH: don't we have a personnel committee? When are board elections?

AD: Yes, personnel committee is myself, Louise and Joe- Louise is not here, and Joe's term is ending and he is not running again.

JH: gave details about election timeline and requirements-

AD: some discussion re definition of who is a relative and who can be on the board.

JH: who from the board can step up to volunteer and help with the Advisory Hiring Committee?

AD: I will

MH: I will think about it and need to get up to speed on our bylaws etc.

JH: I move to table a permanent director hiring process and timeline pending receipt of guidelines from Tom.

AD: to JH- we don't need to vote on tabling items.

AD: asks MH if she can be on the search committee.

AD: do we want to move onto the next item?

5. Board training check-in

JH: So, just a reminder that we have yearly trainings from IQS that are legally required for Board members and last week I sent an email for training resources- so ya, that's all. Just want to remind folks of that.

MH: Cindy signed me up for something in Oct, right Cindy?

CWT: yes, you and KAT are registered for the last one in October, and Pam has already completed all of them.

AD- moving on, we have already done public comment at the beginning of the meeting, so we can adjourn?

(public comments are reported in Item 6, below. They were taken by board after Item 4a, August financials.)

JH: moves to adjourn at 6:28 pm.

6. Public comment - 2 minutes per person tops then folks get muted and the next person may speak.

****Sign up with the secretary of the board, Michele and we will go in that order.**

((Public comments were received earlier in the meeting, at a time when quorum had not been met, after the August financials, Item 4a, were presented by Nichole Schmidt.))