

**Minutes FINAL Board of Directors Meeting**  
**Bdote Learning Center**  
**3216 E 29<sup>th</sup> St. Minneapolis, MN 55406**  
**January 20, 2021 4:30-6:00 p.m.**

**Special Board Meeting**

1. Opening Items

a. Record Attendance and Guests

Board members present: *Michele Fluhr Fraser, Odia Wood-Krueger, Tedi Grey Owl, Louise Matson, Autumn Dillie.*

Board members absent: *Mary Hermes*

Guests present: *Bill Zimniewicz; Carol Charging Thunder; Irene Zamora; Josh Doane; Korissa Howes; Kelsey Henry; Graham Hartley; Afton Delgado; Barry Hand; Beth Brown.*

AD: *Call meeting to order at 4:44*

b. Statement of Conflict of Interest – *Tedi Grey Owl is on Board at Wicoie and will abstain from voting on action item related to Item 3. Grant Opportunity partnership. All others- NO Col.*

2. Board Election Results

a. Decision on the Number of Seats to fill and counting ballots tonight.

*BZ discussion about getting votes done tonight and seating the members during Jan meeting next week; filling two or 3 seats- we have four on ballot and may have another opening if MH needs to leave.*

*LM motion to count ballots tonight and take the top three vote getters to fill 3 open seats; TGO second; AD roll call vote- motion passes.*

Special Election Voting results:

*Arthur Lockwood – 14; Jewel Arcoran – 8; Robert Pilot – 6; Wayne – 5.*

*OWK brings discussion should we seat all four nominees?*

*LM we need to approve increasing board size above 9;*

*OWK motion to accept all four as new board members;*

*MFF second; AD roll call vote – motion passes- all four nominees will be accepted on board.*

*Lm brought discussion of board terms- we need a governance meeting and we can decide Jen had 1 year left; Pam had 2 years left; Kat had 2 years left. Should do this before new members are contacted about accepting the seat- and before being seated at January meeting on 01/25/21 so that each new member's term is recorded at that meeting.*

3. Grant Opportunity: Partnership with Wicoie Nandagikenda

*BZ brought discussion about partner role on grant application; it's a fund for tech, recording devices, staff to train and use devices etc; he does not see a financial risk; may need to define more clearly the sharing of the funds; Jewel and Fawn presented at staff meeting.*

*MFF said we did not partner with them several years ago because of how \$ was handled and I want to be sure we are not putting ourselves in reputational risk if these funds are mishandled. BZ said we can always pull out of partnership if we see problems.*

*TGO reminded us she is on the Wicoie board and will abstain on vote; does want us to know there has been much work there I last several years to turn things around and develop healthy partnerships; believes things are headed in the right direction.*

*OWK read through the grant app for our ability to deliver and report on outcomes ; it seems like they are willing to do the application and reporting work, and we are mostly just benefitting from the opportunity to partner with them.*

*LM thinks it's a good idea- they are a feeder school; we want to support other organizations working towards common goals. There needs to be meeting w/them to discuss and write agreement for funds distribution and appropriate use etc.*

*AD would there be a conflict of interest with Jewel on our board and being the Wicoie ED?*

*BZ no, she won't be seated yet, and I was told we have partnered with them since the start.*

*MFF motion to approve partnership on grant understanding that we can back out, and that there is a meeting to establish written agreement for funds distribution and appropriate use.*

*LM second; AD roll call- motion approved.*

4. Approval: Board Resolution for ANA Project Director and Authorizer Representative

*BZ: Cindy is still on the ANA grant. Bill drafted resolution to name Korissa Howes as Project Director for the Edna Martinez Initiative and Iva Rasmussen in the position of Authorized Organizational Representative (AOR). Will need signature of AD and MFF on the letter to be sent to ANA.*

*LM motion to pass the resolution to appoint KH and IR;*

*MFF second; AD roll call- motion approved.*

5. Interim Director's Contract Extension

*LM said ED search committee met for the first time last night 01/19/21 and we need Bill to stay on through the end of the fiscal year; they will have a position description to present to the board at next meeting, 01/25/21 .*

*OWK suggests maybe extend again when new ED joins Bdote to support transition.*

*MFF motion that Bill's contract be extended to June 30, 2021;*

*OWK second; AD roll call- motion passes.*

6. Adjourn- LM motion to adjourn- AD meeting is adjourned at 6:05pm.