



**The monthly meeting of the MSA Board of Directors was held on:
 Tuesday, January 16th, 2024
 MSA Building A Room 8, 8430 Woodbury Crossing, Woodbury MN 55125.**

MEETING MINUTES

1/9/23 Workshop Shared Messages: The success of MSA is at the forefront, we are all ready to do the work to do better, feedback is genuine & the board was able to share. So we are progressing towards working together.

1. Open Forum

- *A stakeholder spoke on the subject of the BOD workshop in January.*

2. BOD Meeting Call to Order by Chair at 6:15pm

Vision and Mission read by Harms.

Land Acknowledgement read by Harms.

3. Roll Call of Members

Name	Present/Absent
Wendell Sletten, Chair, Teacher Member	Present
Hetal Patel, Vice Chair, Parent Member	Present
Isaac Leonhardi, Treasurer, Teacher Member	Present
Sarah Harms, Secretary, Teacher Member	Present
Karina Lozano, Teacher Member	Present
Dan Ellingson, Parent Member	Present
Jules Kinkel, Community Member	Present
Brian Linzmeier, Community Member	Present
Mary Yapp, Parent Member	Present
Kate Hinton, Ex-officio, Executive Director	Present
Joseph Ayalew, Student Representative, Ex-officio	Absent
Josh Balami, Student Representative, Ex-officio	Absent

4. Approval of Agenda/Conflict of Interest

Motion	Motion to approve tonight's agenda.
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Made By	Sletten	Seconded By	Linzmeier
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Discussion	No further discussion.
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Motion	Separation of approval of agenda and conflicts of interest.
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision	The motion was carried unanimously.
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No conflicts of interest stated when solicited by the BOD Chair.

5. Approval Of Minutes

Motion	Motion to approve the minutes.
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Made By	Lozano	Seconded By	Leonhardi
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Discussion	<p>Page 4, item 7 diii1- should read “non-compliance” versus “compliance” and formatting.</p> <p>Page 5 item 7ei1- change wording to “There is a plan set of which policies to be discussed.”</p> <p>Request to reflect the names of repealed policies in the minutes going forward.</p> <p>Page 11, item 3- Policy 504 discussion typo in the motion, should be “2b6” under discussion and in the motion.</p> <p>Page 15 e6- supposed to say January 31st instead of 3rd.</p> <p>Page 17- There was not an actual out of order call but a statement “I might need to call you both out of order.” Remove the call out of order statements.</p> <p>Page 7- Policy 802 discussion point of clarification. Policy is legislative in Administrative role and not a current policy that reflects charter school law.</p>
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Motion	Motion to approve the minutes with the amendments.
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Made By	Lozano	Seconded By	Leonhardi
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Vote		Yes	Sletten Patel Leonhardi Harms Lozano Linzmeier Kinkel Yapp	No	<i>None</i>	Abstain	Ellingson
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Decision	The motion carries.
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6. Board and Administration Reports

a. Board Report

i. Mid-Year Survey Update

1. Will be sent out tomorrow and will run for two weeks. The survey will be sent from info@mnmsa.org web address. The BOD looks forward to hearing from the community on how we are doing this year.

ii. Authorizer Update

1. At the time the agenda was posted, there was not an update. Renewal update was received from SAM (*Student Achievement Minnesota*) after the agenda. Three year renewal contract received from SAM:
 - a. Overview of achievements and areas of opportunities provided. The BOD looks forward to partnership with SAM to continue growth and address opportunities;
 - b. Letter from SAM will be sent to the BOD as soon as the legal team reviews for follow up;
 - c. Administration team is excited to work with SAM for the accountability and the added support.

iii. Board Development

1. The next workshop will be February 6th, 2024. Between now and then, the Chair asks that the members take time to reflect on the renewal letter and what was worked during the last workshop. Ongoing plan on how to improve the governance with the renewal document and improve governance.



b. ED Report

i. Strategic Plan Update

1. Reviewing graduation requirements and credits to graduate for students who are not currently in high school. Currently the Administration team is not ready to bring forward.
2. Survey is ready to go out 01/17/2024 and will send out multiple reminders for families to complete. The survey will be open for two weeks. Hopeful for a high number of participants for feedback.
3. Facilities and Infrastructure- making progress to make a building opening in Fall 2026.
4. Social Emotional Screenings- have not figured out a way to do that benefits the students while also protecting the students psychological information. Currently doing weekly lessons in advisory.

ii. Expansion

1. An update on the potential leased space was provided. Dr. Hinton and Ellingson have had conversations with NTH and attorneys. This past weekend, the property owner asked for financial information for MSA on how the school is funded.
 - a. If the lease moves forward in the parameters decided, there will be a “deep dive” on the budget engaged. There is a fee involved with this service with *Creative Planning*.
2. An update on the property search was provided. All potential properties were presented to the Facilities Committee on January 4th.
 - a. One promising property in Woodbury that requires change to the comprehensive plan (would need to go through the city and request plumbing and electricity to be run to the property).
 - b. Two properties in Cottage Grove, one that the City of Cottage Grove has requested that MSA build a school on.
 - c. Three other properties in Cottage Grove that the committee did not recommend due to being too far south from the current MSA location.
 - d. One property that the City of Woodbury has given us a hard no on, and is not a possibility any longer.
1. Clarification that the Facilities Committee (occasionally mis-named with the Expansion committee in name) is the committee that is made up of families, staff, students that look at properties and expansion. Ellingson and Dr. Hinton meet weekly with NTH to get details on construction, real estate, and data needed. Potential to refer to this as the project group.
2. Potential to have a closed session in February, proposed by NTH, to discuss three properties with the BOD.



3. Expansion and universal Q & A will be on the website after 01/17/2024 town hall.

iii. Give to the Max

1. Dr. Hinton provided a graph that demonstrated the funds donated in November and December in the BOD packet.

iv. Enrollment Options

1. Typically in January the BOD votes on the number of students MSA will accept for the following school year. Option A would include the leased space, Option B would not include the leased space and only the current MSA site.
2. Acknowledgement from Dr. Hinton that students see more success when entering MSA in 6th or 9th grade. MSA is ready, willing, and able to accommodate any students, but sees more student success when entering as a cohort.
 - a. Request to have a projection for PSEO numbers based on historical data.
 - b. Discussion on addition of students to enrollment and expansion of enrollment. Administration is looking at how to utilize classrooms that are currently sitting empty for periods of time throughout the day.
 - i. Growth is currently coming from the 11th and 12th graders.

v. Authorizer from SAM coming for annual site visit on January 30th, 2024.

Motion	Motion to amend the agenda to include 8e to discuss and vote on enrollment for the 2024-2025 lottery options.
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Made By	Ellingson	Seconded By	Kinkel
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Discussion	This motion is to get the item on the agenda.
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision

The motion was carried unanimously.

c. Finance Committee

i. Audit Presentation

1. Audit presentation completed by Adbo contractor to provide a high level overview of the financials.
 - a. From a financial perspective, the fund balance is above policy at 35%. The charter school is financially healthy, per the auditors statement.
 - b. Verification that the Building Company is always included in the Audit, per the auditor.
 - c. Administration costs- the auditor did not have the specifics off hand of what changed the Administration cost budget. *Creative Planning* will look into it over the next month for the Finance Committee.

ii. Minutes

1. Overview provided by BOD Treasurer from the committee minutes.
 - a. School Library Aid- verification that the funds would be absorbed by the school's general fund. Currently there are set specifics on what to use the funds for, which cannot be classroom libraries. *Creative Planning* is still looking into specifics on what the funds could be used for and why the funds could be rolled forward.
 - b. Student Support Aid- funds would need to be for a "new" position from COVID onwards. *Creative Planning* and Dr. Hinton partnering on what positions could be allocated to this funding.
 - c. Spring Fundraiser- potential for AFC to host an event. Goal to have some sort of Spring replacement for Dragon Dinner in the future.
 - i. Potential for a 25 Year Anniversary celebration next Spring.
2. Questions from BOD members on the legal requirements of rolling donated funds over into MSA's general funds.
 - a. Concern raised that funds were not utilized during 2022-2023 Give To Max to purchase school vans. Question if there were any legal repercussions of these funds being rolled into the general fund. Dr. Hinton stated that they were not aware, and that the accountant firm would be the ones that would notify the school if there were legal repercussions.



- b. Question raised if the funds could be utilized for student transportation.
 - i. Funds were not earmarked properly at the end of year and were moved to reserves. If we were to pull the funds from the reserves, it would impact the budget negatively.
- c. Request to have the Treasurer and Finance Committee look into 501(c)(3) allocation of funds guidelines for donated funds.
- d. The Executive Director will include information that the Give To Max fund from 2022-2023 was rolled into the general fund with information from this year's Give To The Max.

iii. November

Motion	Motion to approve the November Financial reports.
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Made By	Leonhardi	Seconded By	Ellingson
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Discussion	No further discussion.
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision	The motion was carried unanimously.
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iv. December

Motion	Motion to approve the December financials
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Made By	Leonhardi	Seconded By	Linzmeier
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Discussion	No further discussion
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel	No	<i>None</i>	Abstain	Yapp
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Decision	The motion carries.
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d. Governance/Policy Committee

i. Governance Minutes 1/8/24

1. Feedback to format the minutes and attendees similar to the Finance Committee minutes.
2. Question on where the discussion is captured. Clarification that the discussion is captured in the right column. Discussion on the style of documentation of the minutes for the governance committee, as the current format assists in tracking the policies.
3. Request for the minutes to contain meeting start and end times and next meeting dates.

e. Student Representative Report

i. *Student representatives were absent, but the report was read by board members:*

1. Business Club- new opportunity that teaches about business opportunities. Goals are to accomplish a large club and are currently on track to meet and exceed their goal as a new club.
2. Swimming Team- first team began. Future is bright.
3. Nordic- meets have begun despite frigid temperatures and little snow to start the season.
4. Girls Basketball- currently hold a 6 to 5 record to start the season and 5-2 record in Conference Play.
5. Boys Basketball- 7 to 8 record this season. 3 to 1 in Conference Play.

7. Consent Agenda

a. First Read

- i. 411
- ii. 705
- iii. 714
- iv. 721
- v. 722

b. Second Read



- i. 507
- ii. 801
- iii. 902
- iv. 903

Motion	Motion to approve the consent agenda
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Made By	Kinkel	Seconded By	Patel
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Discussion	Reminder to submit comments on first reads to the governance committee.
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel	No	None	Abstain	Yapp
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Decision	The motion carries.
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Motion	Motion for a five minute break at 7:50pm with a reconvene time of 7:55pm
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Made By	Sletten	Seconded By	Patel
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The BOD reconvened at 7:55pm.

8. Discussion and Decision

a. Decision - Line of Credit Renewal

- i. Overview provided by the Treasurer with affirmation from Dr. Hinton. BOD would need to designate Treasurer (Leonhardi) and Executive Director (Dr. Hinton) to take out the line of credit.

Motion	Motion to renew line of credit.
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Made By	Leonhardi	Seconded By	Yapp
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Discussion	The limit for schools is typically between \$200-500k. Recommendation from <i>Creative Planning</i> to have a line of credit for unforeseen circumstances out of our control.
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel Yapp	No	None	Abstain	None
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Decision	The motion was carried unanimously.
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- b. Decision - 702.1 Fundraising
 - i. Recommendation to repeal was due to the Administrative nature of the policy and that it was an MSA created policy.

Motion	Motion to repeal Policy 702.1 Fundraising
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Made By	Kinkel	Seconded By	Leonhardi
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Discussion	<p>MACS has this policy listed as an essential policy. Difference in required policies from MSBA and essential policies from MACS. Concern when putting policies when not mandatory that when there is an adjustment we may be out of compliance and potential to be overstepping governance. Concern that MSBA may misdirect policies for Charter Schools. Policy currently requires that the Administration approves all fundraising. Clarification that the Administration would still be doing this. Concern over age of policy and non statutory references. Policy won't hinder the process if we remove it now or wait. Suggestion to send the policy back to the Governance Committee to reach out to MACS.</p>
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Decision	Recincinsion of Motion to repeal Policy 702.1 Fundraising from Kinkel and Leonhardi.
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Motion	Motion to table Policy 702.1 Fundraising until further research can be done and consultation through MSBA and MACS.
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Made By	Yapp	Seconded By	Patel
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Discussion	No further discussion
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision	The motion was carried unanimously.
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c. Discussion - Election Procedure

i. Review Election Policy 201.1

1. Discussion of the eligibility and ensuring that candidates are eligible prior to running for a seat. Are the exclusions justifiable to the goal of having members fulfill the entirety of their term?
 - a. Would like candidates to submit a background check to MSA prior to running to verify that they are eligible to be seated by the BOD.
 - b. Perspective raised that the Community Member seat is to gain a perspective that is different from a former MSA parent's perspective.
 - c. The BOD discussed the understanding of extenuating circumstances, but would like to see candidates serve the majority of their term when possible.
 - i. Potential that sophomore parents would be the last parents that would be able to run for a parent seat due to the three year term.
 - ii. Example- in the event of a Senior Parent running for a Community Member position, the risk runs that there is a potential that the Senior student may need to



complete a summer school course to graduate, and still be a student (disqualifying the candidate).

- d. Acknowledgment that there is not a way to prohibit campaigning, but MSA can discourage it. Governance can look into this further.
- e. Request for the Election Policy 201.1 to be returned to the Governance Committee.

Note to the community from the BOD Chair that there was vacuuming outside and the door was shut to minimize the noise interruption.

Motion	Motion to approve Election Policy 201.1 as a first read with the discussion had and send back to the Governance Committee.
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Made By	Yapp	Seconded By	Ellingson
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Discussion	Clarification that the election committee can still be formed.
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel Yapp	No	None	Abstain	None
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Decision	The motion was carried unanimously.
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d. Decision - Form Election Committee

Motion	Motion to approve the election committee members consisting of Harms, Ellingson, Yapp and Kinkel, with Technology Contractor Justin Gehring and Dr. Hinton as advisors, with the directive to construct the election timeline.
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Made By	Sletten	Seconded By	Yapp
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Discussion	Main task to construct a timeline for the election. Candidacy paperwork with guided questions to get more in depth to why the
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	person is running versus a candidacy statement.
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Linzmeier Kinkel Yapp	No	<i>None</i>	Abstain	Lozano
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Decision	The motion carries.
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e. Enrollment Option

Would like to empower the Administration to have a base plan, and come back and revise if there is a property lease approved by the BOD.

Motion	Motion to approve the 2024-2025 enrollment numbers without the leased property enrollment options.
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Made By	Ellingson	Seconded By	Yapp
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Discussion	<p>Clarification that the reason for the increase in 9th grade is historical in order to grow the school. All students coming into MSA are appreciated, no matter what their reasons are. The importance is to keep cohorts together to ensure highest levels of success.</p> <p>It is useful to have a number, so we are able to inform families that we are taking “at least this many” students.</p> <p>When the lottery is done, individuals will be put in a numerical order. The February BOD meeting will be to approve the lottery. If the BOD has approved a leased property at that time, they will revise the lottery approval numbers to increase.</p> <p>Clarification that families are not notified until the BOD approves the lottery results.</p>
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Vote		Yes	Sletten Patel Leonhardi Harms Ellingson Lozano Linzmeier Kinkel Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision	The motion was carried unanimously.
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9. Future Items

- Request to add monthly celebrations to the meetings again.
- Potential closed session to discuss properties.

10. Motion to Adjourn

Motion	Motion to adjourn.
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Made By	Yapp	Seconded By	Kinkel
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Meeting adjourned at 9:02

Submitted: Shauni Holt, Board Recorder

Approved: Sarah Harms, Board Secretary