

Minnesota Early Learning Academy, Inc.
Minutes of Friday, October 3, 2014
Meeting of the Board of Directors

A meeting of the Board of Directors of the Minnesota Early Learning Academy, Inc. (the *Board*) was held on Friday, October 3, 2014 9:00 AM (CST) at the business offices of Target, situated at 1000 Nicollet Mall, Room TPN 1005, Minneapolis, MN 55403.

Directors Present

Dean Kephart
Mariela Spejh
Kit Whilite
Joe Scherer
Jimmy Langoria

Also Present

Mary Stafford, Distinctive Schools
David Sundstrom, Distinctive Schools

Call to Order

Board Chairperson Dean Kephart called the meeting to order on Wednesday, October 3, 2014 at approximately 9:04 AM Central Standard Time. David Sundstrom offered to take minutes. A quorum of directors was present, and the meeting, having been duly convened, was ready to proceed with business.

I. Approval of the agenda

Dean Kephart asked Board members to review the Agenda for accuracy and content, and explained that Item IV (Approval of Contract with Distinctive Schools) required amendment, because after the Board workshop the preceding day, it was evident additional review and discussions with counsel were required. Joe Scherer moved to amend the Agenda to reflect that in lieu of “approval” the Board would be simply “discussing” the proposed contract. Mariela Spejh seconded; the vote to amend the Agenda was unanimous.

II. Review and Approval of Previous Board Meeting Minutes.

Dean Kephart asked Board members to review Minutes of the Board’s previous meeting; Joe Scherer moved to approve the previous Board meeting minutes without amendment. Mariela Spejh seconded the motion, and the previous Board meeting minutes were unanimously approved.

III. Approval of Revised Bylaws.

Dean Kephart explained that the Board had reviewed the Bylaws and the revisions at the preceding day’s Board workshop; he stated that the Board had left the workshop comfortable

with the revised Bylaws. Joe Scherer moved for the Board to approve the revised Bylaws, making them effective this day (October 3, 2014); Mariela Spejh seconded; Board approval was unanimous.

IV. Discussion of Proposed Terms of Contract Between the Board and Distinctive Schools.

Dean Kephart explained that he had conferred with Al Fan of Charter School Partners: “I had called him to say we need pro bono legal counsel, and he made two recommendations. One of them was the Booth Law Group, which—it turned out—had been looking to do some pro bono work for charter schools. We had them review our proposed contract with Distinctive Schools, and it appears they would like to be involved in our organization moving forward. They reviewed the draft contract; a member of their firm—Jim Martin—is the assigned Booth attorney for this. He spent a lot of time on the contract and sent it back with 27 comments and suggested edits yesterday; I was able to get it to David Sundstrom, who responded to the comments. We are now going to share David’s responses with Jim.

I am arranging a conference call with Jim & David for next week. What Jim brings to the table is a lot of knowledge about MN charter laws.

My plan is to not wait; once Jim, David and I are on the same page, I will send proposed revisions to all Board members and I hope to call a meeting to be held 3 days thereafter (per Open Meetings Law, I think its 3 days notice. [David Sundstrom said he would check and confirm the notice requirements] The meeting can be attended via conference call.

Mary Stafford noted for the Board that Minnesota law recently changed, requiring the Board to now submit the actual contract between it and Distinctive Schools before October 27th. Dean stated that he believed ironing out any differences in the contract language can likely be completed within the next calendar week. He added that—at the workshop, Board members had explained their concerns to counsel Jim Martin, and Mr. Martin will communicate them to David Sundstrom. Dean Kephart noted that Jim Martin had been quite helpful, and that he truly did go over the draft contract with a fine-tooth comb; he asked a lot of questions that helped the Board analyze the language.

Dean Kephart stated that he believed the next meeting—to go over the contract—should take approximately 90 minutes.

Joe Scherer noted that, one of the things the Board needs to be aware of is that we Board members have an awful lot of work ahead of us once the contract is resolved.

Mary Stafford stated that Distinctive Schools has been proceeding on the premise that the relationship between the Board and Distinctive Schools is continuing, and has consequently developed a lot of background information and data that may be helpful. She stressed too that—although the school is at this point K-upward—Distinctive Schools and the Board are still focused on developing preschool. She then added that she would also like to talk with the Board about fundraising. General discussion of the issue followed.

V. Next Meeting

Dean Kephart stressed that the November Board meeting would be meaty, and asked members what needs to be on the agenda for that meeting? Extensive discussion followed, in which members acknowledged that the Board needs to pursue finding a Board treasurer and Board secretary, and further that the Governance Committee needs to put together a marketing and communications plan. It was noted that there are two reasons a charter school fails in MN:

- Its Board cannot get its work done
- Its Board can't recruit families

Dean Kephart stressed that the Board must start recruiting soon.

Mary Stafford noted that Distinctive Schools could begin preparing a plan before the Nov Board meeting; it could be in draft format.

David Sundstrom stated that it may be best for the Board and Distinctive Schools to enter a one-page agreement that would authorize Distinctive Schools to pay—and be reimbursed for—expenses t (e.g., the IQS Authorizer fee, membership in the MN Charter School Organization, etc.); He explained that we'd have it written to provide that all such expenses get reimbursed only upon a Board approval of the expense.

Dean Kephart indicated that could be a matter to be addressed/discussed when counsels confer next week. He added that Board roles, finance and secretary issues need to be addressed at the next Board meeting.

Mary Stafford stated that we must raise funds for preschool since there is no funding for it at this point; she added that Distinctive Schools will start the preschool under its 501c3—but that the biggest obstacle is finding the financial model and raising funds. She stated that it is likely going to require informal conversations between DS and this Board.

Dean Kephart asked whether Distinctive Schools is still thinking of taking over an existing preschool. Mary Stafford stated that Distinctive Schools is considering the building, yes. In year one, there is sufficient space and the site is already licensed. She stressed that a goal is for Distinctive Schools to find funding to purchase the facility; the property could then be built upon, while retaining its current tenant to help offset costs of operation.

Joe Scherer noted that the current operator has a waiting list, and asked whether MELA would serve them. Mary Stafford responded no, that list primarily is composed of affluent families, and “our mission is to focus on underserved children.”

Dean Kephart asked how many families are aware of the scholarships available? The Mini-Minds for preschool students /underserved kids, for example. He added that a service we can provide is to help parents fill out the applications.

Kit Whilite stated that when she worked in another jurisdiction, there had been an intermediary who helped families. Joe Scherer noted that her point was an important consideration; “It is more than building awareness; it is actually helping families through the process.”

Mary Stafford added that we would do that, do home visits, etc.,

Kit Whilite asked whether Distinctive Schools had been in contact with Nora Kopp. She said she believed Ms. Kopp heads the Parent Awareness component for the State.

Dean Kephart then asked whether there was anything else to be put onto the agenda for the Kit Whilite inquired about setting a date for that meeting, and Dean Kephart suggested November 5th, 6th or 7th. Discussion followed, and members concluded that November 5th, 6th or 7th would be best, that it would likely be best to start in the AM, at or after 9:00 CST, and allow for 90 minutes. It appeared that the Target business complex in downtown Minneapolis may work best.

Mary Stafford noted, as a reminder, that a budget need not be submitted until after what the Board proposes is approved; “we simply present our model to assure that it meets their criteria.”

Mary Stafford also disclosed that, while the meeting was ongoing, Bob Wedl had left a message, stating that he must have deleted the meeting’s call-in number. He said MELA doesn’t have its agenda or call in number posted on its website, and that Minnesota law requires adequate notice plus agenda posting.

VI. Adjournment

There being no further business, Joe Scherer moved to adjourn; the motion was seconded by Kit Whilite. The vote was unanimous, and the meeting ended at 9:42 AM Central Standard Time.

Respectfully submitted,



David Sundstrom, acting as agent of Recording Secretary

THIS IS TO CERTIFY that I am the duly elected, qualified and acting Secretary of Minnesota Early Learning Academy Inc., non-profit Minnesota corporation, and that the foregoing Minutes reflect the events of the February 13, 2014 Board of Directors meeting of Minnesota Early Learning Academy Inc.

IN WITNESS WHEREOF, I have hereto set my hand this _____, 2014

Secretary