

**Minnesota Early Learning Academy, Inc.**  
**Minutes of Thursday, November 6, 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, November 6, 2014 9:30 AM (CST) at the business offices of Target, situated at 1000 Nicollet Mall, Room TPN 1205, Minneapolis, MN 55403.

**Directors Present**

Dean Kephart  
Mariela Spejh  
Kit Wilhite  
Jimmy Longoria (via conference line)

**Also Present**

Mary Stafford, Distinctive Schools  
Susan Loomis, Distinctive Schools  
Greg Gurley, Distinctive Schools  
Jim Stafford, Distinctive Schools  
James "Jim" Martin, Booth Law Group -MELA legal counsel

**I. Approval of the agenda**

Dean Kephart asked Board members to review the Agenda for accuracy and content, and reinforced the efforts developed by Booth Law Group and Distinctive Schools to be able to approve MELA & Distinctive Schools contract. He requested an amendment to the agenda due to the participation of James Martin, MELA legal counsel, to the first portion of the Board meeting. Jimmy Longoria moved to amend the Agenda to reflect James Martin intro. 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; Kit Wilhite moved to approve the previous Board meeting minutes without amendment. Jimmy Longoria seconded the motion, and the previous Board meeting minutes were unanimously approved.

**III. Participation of James Martin from Booth Law Group – Overall Contract work and Background information about the legal counsel pro-bono work and the Firm.**

Jim shared all the work done during the month of October with MELA and Distinctive Schools. He indicated that the contract reflects significant improvement from the draft received and after its completion certainly protects both parties in a number of areas but also is cognizant of Distinctive interest in terms of providing management to the school. All parties agreed. There was significant work done where sections were removed or added, significant concepts that were modified within the contract. Jim strengthened the intention of Booth Law group to partner with MELA to support the startup of this project but also to build confidence about the work they do with clients. They are a small firm, 3 attorneys: Laura Booth, Roseann T. Schreifels, and James Martin. They represent traditional and charter public schools and private schools also. They have significant presence in the charter school community; they were one of the sponsors of the Annual Charter School conference from the Minnesota Charter School Association. If there is a future opportunity to hire attorneys, they would like to be considered to represent the organization in any matters related. He gave background information about each member of the Law firm where reinforced expertise related to special education proceedings, data practices questions, student discipline matters, issues involving board governance, employment/labor law, hiring process, research and writing, litigation, and conducting investigations in public sector. They also provide training on Board, Governance, and Employment law, also know some others that can provide training on Finance if needed.

Mary stated that is very helpful to have this great relationship because she anticipates time when the school will need Minnesota base attorneys for special education matters. Dean agreed with Mary about this subject, thankful about other resources and services available. Jim mentioned that they are having some presentations on the Continuing Legal Education (CLE), Minnesota Board of CLE Seminars where they will be part of giving training about hiring processes, discipline and investigation matters, public and private schools about Section 504 and issues related to extracurricular activities. Dean also appreciated his participation and named Al Fan from the Charter School Partners as our great resource to get connected.

#### **IV- Update on Board vacancies, additional nominations and Board transitional time**

The Governance Committee met last week to discuss the vacancies that needed to be filled such as a Board Secretary, and a Treasury member. Two candidates were presented to the Board attendees, Jackie Gaare and Signe Anderson, resume attached to the agenda and email sent out to the attendees.

Dean shared Jackie's background in finance with an active experience in budget at the Community Relations department at Target, her involvement in the community and an innovated person. Mariela shared Signe's passion about bilingual education and her teaching experience, the advantages of having a fully bilingual secretary to help us with both languages minutes but also with any relevant information that could be beneficial to the organization. Dean reinforced the benefits of posting minutes in both language and how instrumental Signe could be in all of our communication pieces that could go out for all our audiences including web site and social media. Two separated nominations and two separated voting occurred. The MELA board unanimously approved of Jackie and Signe joining the MELA board. Kit Wilhite moved to approve adding both and Jimmy Longoria seconded the motion for both nominations.

Dean also requested to have a Vice Chair; he suggested Mariela taking that role in case of his absence. Kit Wilhite moved to approve this motion, and Jimmy Longoria seconded the motion for the Vice Chair nomination. All these changes took effect immediately. The new two Board members will join the December meeting. Dean also informed that this is just the founding Board, it won't be the permanent board, that MELA Board will transition when the school opens; according to the Bylaws after the official opening of the school, MELA has within three years to accomplish the transition to the permanent Board with a composition of community members whether the school is located, teachers, and parents, in the meantime, the current MELA board will be the body getting MELA to open.

#### **V-Review Marketing / Fundraising Community Engagement plan**

Mary presented a draft of how to approach Community engagement and family recruitment. Mariela shared the efforts done by the governance Board to get some Target team members from different areas to be part of a Community outreach committee that will provide insight to the organization for recruitment initiatives but also to support some of the execution if needed. Ruth Elfering will lead the Community team along with Mariela to set up dates and opportunities for the team to get together, provide ideas and influence decisions based on their knowledge. The first meeting will occur today 11/06 at 2:00 PM and will cover the main focus of the school, Distinctive School partnership, data and research for this project and any possible feedback. Follow up, one-on-one sessions or additional meeting could be set up to meet the goal to reach out the right team to support MELA. Dean supported Ruth as part of our committee leaders. Mary will send electronically the overall approach share with the governance committee, and also will send us the Charter School planning grant. Mary stated that this committee will serve as a local leadership that will provide strategies and could give more guidance and feedback of what Distinctive Schools is doing. Distinctive School is working with a Communication Firm to develop collateral to tailor the message and be in multiple languages as well as what the committee advises; some of the material could be ready by the next Board meeting in December. Vanessa Calderon did some sort of research within the area and will be shared to get insights from the committee. Susan is in charge of the overall management and will serve to reach out the community members.

#### **VI- Charter School Planning Grant Update**

Mary informed that the grant was submitted on 10/27. Electronic copy can be sent to anyone interested to read it on the Board. Distinctive Schools expects hearing some news the first week of December. On December 6 there will be a webinar. The application itself did not require a budget, the Board knows the language and the text that is included, and it is just documentation about how Distinctive Schools is going to approach the work. Susan, Jim and Mary have been working closer with the department and also taking additional training. Distinctive Schools feels good about this application. They put the amount of \$200,000 and the next step will be to develop a Budget and how to spend it on behalf of MELA and what MELA wants to do with those resources. Distinctive Schools anticipates expenses related to Community engagement strategy, supporting families, their connection to the school, as well as curriculum development and technology.

Kit asked if the department is revisiting the PK option- Mary specified that PK cannot be revisited as part of then Charter until an Addendum is filled which it would be for expansion, that based on the current situation, they said could be 3 years but the rules seem to change annually.

Dean asked about the amount selected, Mary informed that the department recommended asking for that specific amount considering the number of students expecting to be enrolled. They will fund anyone who is eligible; they just need to make sure that the application is written appropriately. They have 3 different reviewers, per sections. Distinctive Schools responded line by line to the first round of reviewers, for the second round there are different reviewers.

### **VII- Location Update**

Mary confirmed that the Plymouth location will be the starting point of this project. She shared 2014 State Data for the Robinsdale Public School and surrounding Charter Schools in the intended area of recruitment efforts. Jimmy will get a copy electronically. There has been not improvement to close the achievement gap with Children of color, the white community, including free/reduced lunch. The needs are great and the urgency even more than ever. Mary stated that this is just one page to confirm that the organization is moving to the right direction. The biggest challenge is about serving the children that needed the most and because as a charter school conducting a lottery is needed, the message about the population expected to serve needs to be clear and the community committee will help with this elements.

Dean commented that looking at student performance, the data shows below grades.

### **VIII- Pre-opening status and timeline**

Mary shared a Checklist / Appendix 8 of MELA/Distinctive Schools contract and informed that we have done a great progress in buckets such as Governance and Board including provisions for the on-going board, and board meetings. The priority at this time is to shift for the next couple of month to the Financial Management Budget Development, Student Recruitment and so forth. Mary suggested that in a monthly basis provide updates based on those criteria and Mary will review it with Bob on a monthly basis on behalf of MELA.

### **IX- Miscellaneous updates**

- a- MELA joined the Minnesota Association of Charter Schools. 2014-2015 Membership Certificate was provided to the Board and will be posted on the web site along with the Minutes. Mary will forward contact information to Dean, to make him the contact person from MELA. They provided a monthly regular newsletter called The Charter School Trustee that provides good information and also talks about Board Trainings. As a result of being a member, the three mandatory Governance trainings are covered based on the membership. Dean already signed up to take the training; Mary encouraged all Board members to sign up. Mary will forward the membership information and take advantage of what the membership brings with it.
- b- Mary asked now that we have a contract to proceed to get Insurance on behalf of the Board immediately and Jim has been in contact with the vendor that the Board spoke previously based on what the law requires. Jimmy is working on getting it update it. Dean asked Jim for the update when done to take a look at the quote, and distribute it to the Board Members by email. Files need to be submitted with the Board Members resumes. Board Members gave permission to Distinctive Schools to work on this. Mary considers this a critical step to take asap, to have all Board members covered.

- c- Mary informed about a meeting she had with the Education Director at MacPhail Center of Music about different opportunities for partnership. Dean and Mary will attend together the next meeting with MacPhail to get some input about the right direction to take for early music instruction. Dean shared that he will connect with a friend of his who can give MELA additional recommendations about local support. Also, mentioned about a research that just came out last week that shows that all of the arts are very important as far of student achievement but music instruction ties directly to the kids and math performance. It is very evidence based specially with kids that are part of the gap. Dean will ask Karen (his friend) to send the report to him to share it with everybody.
- d- Mary invited all Board Members to attend the Quality School Meeting in November 24<sup>th</sup>, 4:30 – 8:30 pm. Dean will send the info to the Board in case someone else wants to go. Mary will share the numbers of attendees with Bob.
- e- Mary informed also about the importance of MELA and Distinctive Schools to partner for the PK implementation. It is critical for MELA's model. Distinctive School is moving down the path in developing the preschool program under the Distinctive School 501c3 – They are in the process to get the Licensure, they have already a classroom available, being in contact with the parent awareness folks and have developed a relationship with them as well as an organization First children Finance that provides Business Services to support High Quality preschool and Distinctive Schools would like to be part of that cohort. Distinctive Schools will maintain inform MELA about the progress and strategy behind the PK implementation. In conjunction Distinctive Schools is embarking on a fundraising plan for funding that will support a partnership in the community with other quality preschools and charter schools around family engagement, parent support for literacy and teacher professional development, like Mc Knight Foundation does for other communities in Minneapolis. Dean asked date for opening, Mary shared possibly in spring or at the same time the Charter School opens.

**X- Authorizer Update**

Dean mentioned that the Authorizer Update as the last item into the agenda needed to be postponed considering that Bob called him reporting some limitations to attend the meeting. Authorizer update will happen during the December Board meeting.

**XI- Next meeting time:** on Dec 4<sup>th</sup> as of the end of the Board meeting. Dean asked if having it after the first week just in case we have an update of the grant submission. Dean will send out a proposed meeting time and location will be at Target. He will also inform about any updated information to move the next Board meeting. Kit shared she can host the January Board meeting at her location, The Works. All Board members responded yes to the follow up about the next meeting.

**XII- Adjournment**

Dean officially adjourned the meeting at 10:30 AM Central Standard Time, Nov 6, 2014.

There being no further business, the meeting was adjourned at 10:30 AM (CST), Nov 6, 2014.  
Respectfully submitted,

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Mariela Spejh, acting as agent of Recording Secretary.

THIS IS TO CERTIFY that I was authorized by the Board of the Minnesota Early Learning Academy Inc., a non-profit Minnesota corporation, to take these Minutes as agent of its Secretary, and that the foregoing Minutes reflect the events of the Nov 6, 2014 Board of Directors meeting of Minnesota Early Learning Academy Inc.

IN WITNESS WHEREOF, I have hereto set my hand this 6<sup>th</sup> Day of November, 2014

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Mariela Spejh, acting as agent of Recording Secretary.