

## **Athlos Preparatory Academy Dakota County**

### **November 2014 Board Meeting Minutes**

Meeting Information: Wednesday November 5, 2014, Pool & Yacht Club, Mendota Heights, 7:00pm

Meeting Description: First board meeting

Roll Call: Present: Claud Allaire, Ed Cassidy, Mark Cotton, Charlie Reed, Nancy Schneider, Ken Thielman, Heather Ybarrondo (Athlos representative)

#### Minutes:

7:53pm: Ken Thielman recommended that we go around the room and those interested in being on the board for Athlos Prep Academy Dakota County identify themselves... The following identified themselves as being "interested in being on the board"

- Nancy Schneider
- Charlie Reed
- Ken Thielman
- Mark Cotton
- Ed Cassidy
- Claud Allaire

Claud Allaire confirmed that the six mentioned above stated their interest in being on the board

Motion: Claud made a motion that the six interested board members be appointed to the start-up board for Athlos Prep Academy Dakota County. Ken Thielman seconded the motion, Claud called for discussion, there was no discussion, Claud Called for all in favor, no one opposed, motion passed.

#### Appointment of Board Chair & Secretary

Motion: Ed made motion that Ken Thielman be named Board Chair, Mark seconded, Claud called for all in favor, none opposed, motion passed.

Motion: Mark made motion that Claud Allaire be names Board Secretary, Ed seconded, Ken called for all in favor, none opposed, motion passed.

## **Athlos Preparatory Academy Dakota County**

### **December 2014 Board Meeting Minutes**

Meeting Information: Wednesday December 10, 2014, Northwest Mutual, Mendota Heights, 7:00pm

Meeting Description: Regular monthly meeting

Roll Call: Board Present: Claud Allaire, Ed Cassidy, Mark Cotton, Charlie Reed, Nancy Schneider, Ken Thielman, Board Absent: None. Public attending: Jane Ehrhard, Paul Anderson

#### Minutes:

Approval of November Minutes: Claud stated that the audio was not working so he was unable to record the minutes from November. He is hoping to be able to do so for the January 2015 meeting.

#### Discussion Items:

Claud talked about the VOA requirement that the Athlos Prep Academy Dakota County contract an attorney to review licensing and lease contracts with Athlos. VOA has recommended John Cairns but said we can use whoever we want. Claud will meet with Cairns in the next few weeks to find out more about fees, etc... Ken confirmed that he knew Cairns and that he has worked with charters for a long time.

Claud mentioned that the initial concept of the school was registered as a non-profit organization with the state under the name of "Minnesota Sports Academy" and that founding members Claud, Ed, and Ken were listed as members of the board. A set of by-laws were also submitted and these are the same by-laws as submitted with our charter school application. It was clarified that being registered is different than applying for the 501-C3 tax status and this is a process that we will need to go through soon. Nancy indicated that she knew someone who could possibly provide professional service in helping us apply for 501-C3 status. Claud also indicated that since the non-profit is registered as "Minnesota Sports Academy", we will need to register as "Athlos Preparatory Academy" or do a dba. Claud will seek counsel from Athlos on this.

Nancy inquired about the IRS 990 and audit process. Ken clarified that typically, charter schools contract an independent accounting firm to manage the school financials and an independent auditor is usually hired to do the audit each year. It was suggested that we wait until 2015 to apply for 501-C3 so that we can begin the 990 process in 2015.

Claud presented information about the "Conflict of Interest" requirements for charter school boards. Paul brought up his affiliation with Northwest Mutual and wondered if he would be in compliance if Northwest Mutual were to get involved with the school's benefits programs or if he were working on the individual accounts of board members. The group reviewed the state statute and concluded that this would need to be clarified down the road.

### Action Items:

Ken Thielman recognized that we had two potential/interested board members in attendance at the meeting. Paul Anderson and Jane Ehrhard introduced themselves and stated their interest in joining the school board. Ken motioned that the board appoint Paul and Jane to the Athlos Preparatory – Dakota County school board, mark Cotton seconded, there was no discussion. Vote passed 6-0 in favor.

Claud distributed the proposed school by-laws and time was allowed for board members to review. A discussion ensued including discussion of membership. It was discussed whether or not we should include a minimum number of board members which is not currently included in the by-laws. Ken motioned that the by-laws be adopted as written, Nancy seconded. Claud brought-up board membership and board member attendance. He mentioned that it should not be expected that board members attend all meetings but also that it is important that they attend regularly. It was discussed that we should have as part of the by-laws an automatic removal of board members that miss three consecutive meetings. It was pointed out that our current by-laws already call for the vacancy of board members who miss three consecutive meetings without contacting the board. It was discussed that By-laws may need to be modified as we move forward and this would require a full vote of the board. Vote passed 6-0 in favor.

Meeting Ajourned: 8:40pm