

Athlos Preparatory Academy Dakota County

January 2015 Board Meeting Minutes

Meeting Information: Wednesday January 14, 2015, Northwest Mutual, Mendota Heights, 7:00pm

Roll Call: Board Present: Claud Allaire, Ed Cassidy, Mark Cotton, Nancy Schneider, Ken Thielman,
Board Absent: Charlie Reed. Public attending: John Cairns

Approval of Agenda:

Motion: Ken, Second: Ed, Passed: 7-0

Declaration of Conflicts of Interest: none - Open Forum: None

Approval of Minutes:

November, Motioned: Nance, Second: Jane, Passed: 7-0

December: Motioned: Paul, Second: Mark, Passed: 7-0

Guest: John Cairns: John is an attorney with a long history of working with Charter schools. He is interested in working with us and offers related services including filing of 502C3, review of contracts and agreements, and negotiations. He is willing to defer payment until we receive funding. Brief discussion and board members were able to ask questions of John.

Chair's Report: Ken: Ken reported that he and Claud met with John Cairns in previous week. Further discussion ensued about John's services.

Director's Report: Claud updated the board on the fact that Athlos is no longer negotiating for the site previously identified in Lakeville. There is no alternative at this point. Athlos is driving the search. Ken asked what our alternatives are in Athlos does not find a property. We do not currently have an alternate plan.

Old Business: Approval of By-Laws (second meeting)

Moved: Ken, Second: Ed, Passed: 7-0

New Business:

Attorney Contract: Board discussed John Cairns services. Board agreed that we will need legal representation and that he certainly would be qualified. Discussion ensued regarding rates. Claud agreed to research competitive rates. He also agreed to meet with John and further discuss services before finalizing the contract proposed by John.

Forming of Committees: Ken stated that we do not need to rush into forming committees. We identified 6 committees to eventually be formed. There was some discussion regarding make-up and role of committees. It was clarified that anyone, including non board members may serve of on a committee but a committee does not make decisions; The committees simply make recommendations to the board. The six suggested committees are: Finance, building, enrollment, governance/policy, personnel, and academics. We discussed starting the building committee.

Forming Building Committee: Motion to name Ed committee chair: Claud, Second: Nancy, Motion Passed: 7-0.

Next meeting: Wed. Feb. 11, 2015 at 7:00pm, Pool & Yacht Club

Meeting Adjourned: Motion: Mark, Second: Jane, Passed: 7-0

Athlos Preparatory Academy Dakota County
February 2015 Board Meeting Minutes

Meeting Information: Wednesday February 11, 2015, Pool & Yacht Club, Mendota Heights, 5:00pm

Roll Call: Board Present: Claud Allaire, Ed Cassidy, Mark Cotton, Nancy Schneider, Ken Thielman, Charlie Reed, Paul Anderson. Absent, none.

Public attending/Guests: Athlos Representatives heather Ybarrondo and Chandler Herdt; VOA Representative Sonal Redd

Approval of Agenda:

Motion: Jane, Second: Ed, Passed: 7-0

Declaration of Conflicts of Interest: none - Open Forum: None

Approval of Minutes:

January, Motioned: Nancy, Second: Ed, Passed: 7-0

Chair's Report: Ken: None

Director's Report: Claud announced that the charter had received MDE approval. Facility committee chair Ed Cassidy reported on the visit to potential sites. Claud added that Athlos had made preliminary offer on the property that Claud and Ed had identified as their top choice.

Old Business:

Approval of John Cairns agreement. It was clarified that approving the agreement doesn't mean we have to engage with him, it simply provides Claud the authority to do so as representative of the school board. It was also agreed that Claud would look into competing bids. Moved: Ed, Second: Nancy, Passed: 7-0

New Business:

Start-up Budget: Claud talked about the need to develop a start-up budget and the need to consider course of action in the event that we do not get the start-up grant in July. Claud also asked the board to formally authorize him to engage with Athlos in negotiating alternatives for funding start-up activities. Discussion ensued and it was recommended that a finance committee be established to work on the start-up budget. Motion to Establish Finance Committee and engage in conversations with Athlos about alternative funding: Ken, Second: Paul, Passed 7-0.

Forming of Finance Committee: Motion to appoint Nancy Schneider as committee chair: Mark, Second: Claud, Passed 7-0

Discussion ensued about committees and it was established that committee chairs may bring in anyone, including but not limited to outside experts into the committee discussion. However, the committee's power is limited to making a recommendation and the board has final power of accepting, modifying, or rejecting committee recommendations. Committee meetings are also to be published at least 48 hours ahead of time.

Guest: Chandler Herdt, Director of Athletics for Athlos Academies presented overview of the Athlos Model.

Next meeting: March Date, Time & Place TBA as per visit to Athlos Brooklyn Park

Meeting Adjourned: Motion: Ken, Second: Charlie, Passed: 7-0

There was no March 2015 Board Meeting

Athlos Preparatory Academy Dakota County

April 2015 Board Meeting Minutes

Meeting Information: Wednesday April 1, 2015, Northwest Mutual, Mendota Heights, 7:00pm

Roll Call: Board Present: Claud Allaire, Ed Cassidy, Mark Cotton, Charlie Reed, Ken Thielman,
Board Absent: Nancy Schneider. Public attending: Ryan Van Alfen, Athlos

Approval of Agenda:

Motion: Ken, Second: Jane, Passed: 7-0

Declaration of Conflicts of Interest: none Open Forum: None

Approval of Minutes:

February: Motioned: Mark, Second: Paul, Passed:7-0

Chair's Report: Ken: None

Director's Report: Claud provided update on the CSP grant application. Discussed upcoming ALIA training in Boise.

Guest: Ryan Van Alfen: Introduction to Athlos company and history.

Old Business:

Claud reported we are moving forward with 501C3 application, John Cairns is handling it.

New Business:

Board Training: Clarified that the board training previously advertised was for special education which is not necessary yet.

Formalizing Board: Ken moved that all eight members of the previous Minnesota Sports Academy / Athlos Preparatory Academy move to the MDE approved Athlos Preparatory Academy as Interim Board Members, Second: Paul, Motion Passed: 7-0.

Next meeting: Wed. May 13, 2015 at 7:00pm, Northwestern Mutual

Meeting Adjourned: Motion: Ken, Second: Charlie, Passed: 7-0

Prepared by: Claud Allaire

APA Board of Directors Regular Board Meeting Minutes
June 10, 2015

I. Call to Order (Chair)

II. Roll Call of Members (Secretary)

Ken Thielman (Chair) - present

Paul Anderson - present

Claud Allaire (Secretary) - present

Charlie Reed - absent

Ed Cassidy- present

Jane Ehrhard - absent

Nancy Schneider- present

Mark Cotton- present

III. Approval of Agenda

Moved: Paul

Second: Nancy

Vote: Passed 5-0

IV. Declaration of Conflict of Interest. - None

V. Open Forum - None

VI. Approval of Meeting Minutes

- a. May Meeting Minutes, Moved: Paul, Second: Mark, Vote: Passed 5-0

VII. Chair's Report - None

VIII. Director's Report – Claud reported that we did not get the CSP grant. The feedback from reviewers indicated that readers did not fully understand the relationship between Athlos and our school. Claud recommended that this be clarified including some elements of our agreement with Athlos that are not compliant with state statutes. Claud has mentioned this to Athlos and they are in agreement with amending our agreement.

IX. Committee Reports

- a. **Facility** – Ed shared that Jason reports that they are really close to agreement on the IGH site. He said that Athlos is now working with the city of IGH for planning
- b. **Finance - None**
- c. **Personnel - None**

X. Old Business

- a. Update on CSP Grant – Claud shared that Holly Garnell has resigned at MDE so when and how the next round of start-up grants will take place is up in the air
- b. Update on 501C3 / approval of Amended articles – Claud stated that attorney John Cairns is still working on the 501C3. He also stated that John requested that we pass amendment of articles of incorporation. Amendments were provided to all board members. Motion to accept amendments: Paul, Second: Mark, Vote: Passed 5-0
- c. Search for Director – Claud recommended that the personnel committee begin the search process for a director event though we are not certain of start date and availability of funding for salary. Claud recommended that we initiate the process as by the time the questions of start-date and salary come up, we may have more information at that time. It was also recommended that the posting advertise “funding for this position is dependent on access to start-up funds”. It was recommended that if candidates inquire about the salary that they be told that salary will be competitive and that salary range would be determined at a later date.

XI. New Business

- a. Designated school representative for Athlos: Jennifer from Athlos recommended that the board recognize Claud as the main contact so that Athlos is compliant in contacting Claud. Motion made: Nancy, Second: Mark, Motion passed 5-0.

- b. Athlos funding: Ken shared the start-up loan that Athlos proposed to provide to Athlos for the purpose of funding the start-up. It is in the form of a line of credit up to \$150,000.00 available in monthly draws. The loan is proposed with a 72 month bubble payment with interest of 5% accruing as funds are drawn. The reason for the 72 month balloon payment is to allow the school time to purchase the building on bonds and potentially roll the loan into the bond funding. A vote on this start-up loan was tabled until the July meeting.
- c. Athlos service agreement: Must be amended to meet Minnesota law. This is tabled until July
- d. Board training in August: Wednesday Aug. 12 4-8pm

XII. Next Meeting

- a. Date/Time: Wed. July 15, 7pm
- b. Location: Northwestern Mutual
- c. Agenda Items

XIII. Adjournment: Motion: Claud, Second: Ed, Vote passed 5-0.

APA Board of Directors Regular Board Meeting Minutes - July 15, 2015

Prepared by Claud Allaire

I. Call to Order (Chair)

II. Roll Call of Members (Secretary)

Ken Thielman (Chair) - Present

Paul Anderson - Present

Claud Allaire (Secretary) - Present

Charlie Reed - Absent

Ed Cassidy - Present

Jane Ehrhard - Present

Nancy Schneider – Absent

Mark Cotton - Present

III. Approval of Agenda

Motion for Approval: Ed

Second: Ken

Approval: 6-0 in Favor

IV. Declaration of Conflict of Interest. None

V. Open Forum - None

VI. Approval of Meeting Minutes

- a. June Meeting Minutes, Motion for Approval: Mark, Second: Claud, Approval: 6-0 in Favor

VII. Chair's Report – Ken distributed our By-Laws and asked Claud to provide a most updated version

VIII. Director's Report –

Athlos is preparing our website to be released next week. Board member email addresses will be listed as contact. If you wish to have an Athlos email let Claud know.

We have had public inquiries including inquiries about our meetings. Jenn from Athlos has recommended media training for board members as they may be approached by members of the media about the school. This training will be included in our August training.

Claud described the approval process for our site. Athlos will be presenting at the Planning Committee on Tuesday July 21, will be hosting an Open Forum for neighbors on July 22, and will be presenting to the City Council on July 28. Ed mentioned that he has discussed the project with State Senator and Inver Grove resident and former Mayor Atkins and he seems to be in support of the project. Claud mentioned that the Open Forum is for neighbors which actually all reside in Eagan. He also mentioned that if any of the residents opposed the project at the City Council meeting it would be interesting to see how it is received by the council as they are not residents of IGH. Claud also mentioned that when referring to the school by location, Athlos Dakota County would be much better than Athlos Inver Grove Heights as the school is on the edge and closer to residential neighborhoods of Eagan, Apple Valley, and Rosemount. Board agreed with this recommendation.

IX. Committee Reports

- a. **Facility** – We reviewed the site plan and floor plans extensively. The proposed plan does provide enough field space for sports classes and activities but not enough for a “regulation” football or soccer field. We have explored possible partnership with an Eagan park abutting the property which has space for a regulation field and ball field. Claud will be meeting with Jen at Athlos Brooklyn Park and the architect tomorrow so he will ask more questions about the experience at Brooklyn Park and communicate the board's thoughts to the architect. Athlos has already addressed many of the concerns shared by the Brooklyn Park site. However, the board wants to continue pushing for better access for deliveries.
- b. **Finance** – Claud reported that he and Nancy Schneider have opened a checking account at Wells Fargo for the school and that both of them are signers on the account. It is recommended that the business manager when in place also be added as a signer.

c. Personnel - None

X. Old Business

- a. Update on 501C3 / approval of Amended articles – Claud still needs to meet with John Cairns to finalize Amendments
- b. Search for Director – Paul distributed the job description which he developed from input from Claud and others. He also added requirements for experience working with the board and in school finance. It was clarified that legally in Minnesota, there is no posting or hiring requirement but that we want to post and go through a review and interview process that meets requirements for federal CSP grant eligibility. We will post the position with Ed. Post for five days and Paul will receive applications. Paul and Mark as the personnel committee will review applicants and telephone screen interview at least 3 candidates and invite finalists for a final interview. Once they have identified a candidate, that candidate will be recommended to the board of directors for approval. It was recommended that this happen at the August board meeting if timeline allows.

XI. New Business

- a. Review Athlos Promissory Note – Claud clarified the terms and reasons for the terms of the promissory note.
Motion: Ken moved that we approve the Promissory Note, Second: Ed, Approved: 6-0 in favor
Action Item: Claud and Ken are to develop a budget and submit it to Athlos and bring it to the August board meeting for approval.
Motion: Mark moved that monthly draws require two signatures: Claud and Nancy with Ken as an alternate, Second: Jane, Approved: 6-0 Vote in favor
Clarification: It was clarified that once draw is deposited in account, signors in the account would follow internal security protocols to be established at our August meeting
Action Item: It was approved that an initial draw of \$1000 would be requested immediately for the purpose of paying for the 501C3 application
- b. Amendment to Athlos Service Agreement – Claud clarified that the first amendment to the Master Service Agreement between Athlos Academies and Minnesota Sports Academy was signed in 2014 and does not require board review/approval. The second amendment was reviewed and each point was reviewed against the initial agreement. Discussion ensued. Motion to approve second amendment: Mark, Second: Paul, Approval: 6-0 in favor.
- c. Board training in August – Wednesday August 12, 5:00-8:00pm. Action Item: Claud will inquire with the IGH Community Center, Ken will work with Jenn to develop agenda.
Action Item: All board members should have completed the online “Governance” training available at the website below and email Claud to confirm once you have completed:
Here are the links:<http://www.charterschoolcenter.org/node/2823/0#video-title> and the second one is: <http://www.charterschoolcenter.org/node/2823/1#video-title>

XII. Next Meeting

- a. Date/Time: August 12, 4:00-5:00pm, Items for Agenda: Location: IGH Community Center (tentative).
- b. Agenda Items
- c. Budget, Internal Controls, Amendments to Articles of Incorporation, and yearlong BD calendar, update on director hire

XIII. Adjournment: Motion: Mark, Second: Ed, Approved: 6-0 in favor

Athlos Preparatory Academy Dakota County

August 2015 Board Meeting Minutes

Meeting Information: Wednesday August 12, 2015, West St. Paul Library, 3:30pm

Roll Call: Board Present: Claud Allaire, Ed Cassidy, Mark Cotton, Paul Anderson, Nancy Schneider, Ken Thielman, Charlie Reed, Jane Erhard

Board Absent: None. Public attending: Jenn Thompson, Athlos

Approval of Agenda:

Motion: Paul, Second: Claud, Passed: 8-0

Declaration of Conflicts of Interest: none - Open Forum: None

Approval of July Minutes:

Motioned: Ed, Second: Jane, Passed: 8-0

Chair's Report: None

Director's Report: Claud updated the board on the site and the fact that the city council indicated reluctance to change zoning to institutional due to tax loss. Council also questioned whether there was a viable traffic plan. Traffic study is due in about a week with an MNDOT meeting in the next few weeks. We are working with Paul Rogosheske, a local attorney, to negotiate a payment in lieu of taxes with the city. City council tabled decision to the September 14 meeting.

Old Business: Approval of updated By-Laws (first meeting)

Moved: Mark, Second: Paul, Passed: 8-0

Committee Reports:

- Facility – None, referred to Director's report
- Finance – Updated board on account set-up, balance, and activity
- Personnel – In the process of conducting telephone interviews for Executive Director and hope to bring finalists to the Sept. meeting.

New Business:

Start-up Budget: Claud submitted the start-up pre-operational year budget developed by Athlos for review.

Paul made a motion to approve budget, Ed second, vote: 8-0 in favor.

School Board Calendar: Claud submitted board calendar with meeting dates for the year. Ed made a motion to approve, Ken second, vote: 8-0 in favor.

Next meeting: Wed. September 16, 2015 at 7:00pm, West St. Paul Library

Meeting Adjourned: Motion: Claud, Second: Ed, Passed: 8-0

There was no September 2015 Meeting

Executive Director's position to Claud, Paul seconded, vote was 5-0 in favor. The personnel committee was tasked with meeting with Claud to discuss terms of employment and report back to the November meeting.

X. Old Business

- a. CSP Grant – New grant available, deadline if Nov. 9. Claud will lead application process
- b. Search for Director – See personnel committee report above
- c. Updates By-Laws – Move to accept: Mark, Second: Ken.... Vote: 5-0 to accept motion. Chuck Speiker from VOA recommended reviewing them as they are in need of revision. It was suggested that Chuck do a training on Governance and lead a By-Law review session on January 13.

XI. New Business

- a. Directors and leaders insurance – Claud reported received a bid, will present details at the Nov. meeting
- b. Conflict of interest policy – Reviewed policy submitted. Chuck Speiker from VOA mentioned that the policy was not very strong and suggested providing us with a template for a stronger policy. Board chose to take no action on the policy that was presented and Claud asked Chuck to provide him with the template.
- c. Enrollment policy – Ken expressed that he had questions and would like to further review the policy and compare to other schools. Claud suggested that he and Ken could do more work on this policy. Board took no action.

XII. Next Meeting

- a. Date/Time: November 11, 2015 – Meeting location moved to Northwestern Mutual in Mendota Heights because the library will be closed on that day.
- b. Agenda Items: Second vote on By-Laws, review of updated Conflict of Interest policy, review of Enrollment policy, consideration of insurance for leaders and directors, consideration of employment agreement for Claud Allaire, decision on plan moving forward for Fall 2016.

XIII. Adjournment

- a. Motion to adjourn: Mark, Second: Ken, Vote: 5-0 to approve motion

There was no November 2015 Meeting

