



**School Board Meeting MINUTES
Monday, April 25, 2022 at 6:00pm
DaVinci Academy**

1. Call to order @6:06

2. Roll Call

Present	Board Members
X	Melanie Persellin - President
X	Ojonimi Ocholi-Vice President
X	Idara Uko-Treasurer
X	Lenny Ulloa Silva-Secretary
X	Katharine Borg
X	Dan Rhinhart
0	Samantha Bickford
X	Jacob Stith
X	Emma Fisher

Guests
Ahava Silkey-Jones – Ex-Officio Member
Julie Kresh
Kathy Miller
Holly Fischer
Anna Hansmann

3. Reading of Mission Statement and Real Life Examples 1 minute

DaVinci Academy of Arts and Science will awaken a passion for learning through an enriched and individualized approach to education. Students, parents and teachers will work together to ensure positive character development and build a strong foundation for higher education.

- Chicken are hatching in kindergarten.

4. Community Comment 10 minutes

Community Comment is the only open forum portion of tonight’s meeting, and is an opportunity to present an issue or concern to the Board of Directors. There is a maximum of ten minutes set aside for Community Comment. Each presentation should be limited to no more than two minutes. If your item needs follow-up from the board and/or staff or will require research etc., a decision may not be made during tonight’s meeting. Thank you for coming.

- No comments

5. Adoption of Agenda and Addendums 2 minutes

- Motion to approve the agenda as modified by Nimi, seconded by Dan, it passes.

6. Consent Agenda

6.1 DONATIONS

Unrestricted donations: available for viewing in the office

Restricted donations: \$1,000 restricted to board training.

6.2 BOARD MEETING MINUTES

March 28, 2022 Board meeting

- Motion to approve the meeting minutes by Dan, seconded by Melanie, it passes.

7. Review of the 21-22 revised budget and the 22-23 proposed budget. Kathy Miller 30 min.



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This item was previously scheduled to occur at the March 28, 2022 Board meeting. However, due to scheduling conflicts, Ms. Miller will present at the April, 25, 2022 Board meeting

- Motion to approve the revised budget 2021-22 by Idara, seconded by Jake, it passes.
- Motion to approve the proposed 2022-23 budget to be posted and provided to FOE by Nimi, seconded by Idara, it passes.

8. Board training discipline and implementation Ulloa Silva and Fisher 15 minutes

Discuss training obligations and provide MACS Charter School Calendar of Events and Trainings and Fisher to announce the MN Charter Board award to the board of \$1,000 for furthering the improvement of the work of the board from Novation Education Opportunities and the MNCharter Board Grant Team.

**New members get 1 calendar year to complete 3 trainings:*

(Board Governance, Finance, & Employment)

**Returning members must refresh one of the 3 trainings once each year. Secretary to adjust our training schedule to match, previously discussed bringing info to the March and follow up at the April meeting.*

**New members should continue to review the policy regarding bylaws and training.*

- Hoping for board training during the retreats.
- We will use the award to hire a presenter for a targeted training related to one of the big topics we have (mission and vision, Environmental Scan/Equity Review, etc).

**9. Discussion- Administration Updates – Ahava Silkey-Jones 30 minutes
Covid-19 protocols, operations, enrollment, staffing, events, etc.**

- Testing is finishing up
- Retention is increasing
- Communication and development position has been filled
- COVID continues to be calmed
- Musical is happening at the end of May
- Book week next week
- Quiz bowl is going to Chicago next weekend
- Destination Imagination had an awesome competition this past weekend

10. Academic Update- Terry Moffatt 15 minutes

- Spring STEP and Fastbridge update coming in June

11. Committee Updates and Review Committee Minutes 30 minutes

COMMITTEE

11.1 Finance Committee & Treasurer’s Update:
Review monthly financial report
Kathy Miller Report

MEETING DATE

April 22, 2022

- Nothing to add

11.2 HR/Compensation Committee:

April 7, 2022



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- We are working on the executive director bonus rubric. Ideally we want to have it done by next board meeting so it can be used during the summer board retreat.
- We are also working on a principal's evaluation. It wouldn't need board approval because it would be up to the executive director to use it (or not).

11.3 School Development Committee: April 19, 2022

- Golf tournament is on its way
- Butter braid
- We have two weeks left in Dollar for DaVinci but excitement for it is declining

11.4 Policy Committee: April 8, 2022

- There will be an update during the review policies sections

11.5 Covid-19 Task Force March 31, April 7, 2022

- Hoping to bring updates for the next board meeting or the following meeting

12. Old Business

11.1 Review Policies Policy Committee 15 minutes

Committee will be seeking approval on Policy 521F Student Disability Discrimination Grievance Report Form and Policy 901.1 Quarantines & Face Coverings/Masking Requirements (to replace current policies 901 and 902), which were introduced at the March 28, 2022 school board meeting.

The Committee will seek the abolishment of Policy 605 Alternative Programs, which was introduced at the March 28, 2022 board meeting.

The Committee will introduce new Policy 534 Unpaid Meal Charges, which is a mandatory MSBA policy.

- Motion to approve 521F (form that accompanies Policy 521 Student Disability Nondiscriminatory) by Melanie, seconded by Lenny, it passes.
- Motion to remove Policy 605 Alternative Program by Melanie, seconded by Jake, it passes.
- Motion to approve Policy 901.1 Quarantines & Face Coverings/masking requirements by Jake, seconded by Dan, it passes.
- Motion to remove Policy 901 COVID-19 Related Quarantines and Policy 902: Face Covering/Mask Requirements by Dan, seconded by Nimi, it passes.
- Next meeting we will talk about Policy 534 School Meal Policy.

13. New Business – Discussion/Action items

13.1 Review and Approval of the Indemnification provision of bylaws per MDE.Persellin 10 minutes

Review of DaVinci Bylaws indemnification provision and determine whether a modification is required. On March 1st, the Minnesota Department of Education hosted an authorizer conference and informed authorizers that the Charter Center Division has a new in-house attorney supporting it, and that attorney says that many charter school bylaws contain an impermissible provision. The Charter Center will

enforce its interpretation through the charter contract submission process, i.e. the MDE will reject contracts with impermissible bylaw provisions and will require contract modification prior to acceptance. Following describes the MDE's concern:

1. All charter schools are governed by Minnesota Statutes Ch. 124E.
2. Minn. Stat. 124E.06 Subd. 2 requires all charter schools to be organized as a nonprofit under chapter 317A and states that Ch. 317A applies to the school "except as provided in this chapter [124E]."
3. Minn. Stat. 317A.521 Subd. 2 states, in summary, that the corporation shall indemnify actions of a person acting in the official capacity of the organization, which would include members of the school's board of directors.
4. Minn. Stat. 124E.07 Subd. 3(b) prohibits persons with specified conflicts of interest from serving on the school's board of directors, and Subd. 3(c) states that a school board member "who violates paragraph (b) is individually liable to the charter school for any damage caused by the violation."
5. Because Minn. Stat. 124E.07 Subd. 3(c) requires individual liability for specified conflicts violations, the charter school cannot indemnify the person for such actions. Accordingly, bylaw (and/or articles of incorporation) provisions, which indemnify board members but do not exclude from indemnification the actions requiring personal liability, are impermissible.

Following is a common bylaw indemnification provision – which the Department says is impermissible -- and an example of how the provision could be modified to comply with the Department's concerns (modification in red):

- Section 1. Indemnification. Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation, as a director, officer, partner, trustee, employee, representative or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521, and any amendments thereto, except that such indemnification will be limited as required by applicable law including Minn. Stat. Ch. 124E. The Corporation shall not be obligated to indemnify any other person or entity except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This Section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.
- Motion to modify the bylaws by Melanie, seconded by Nimi, it passes.

13.2 **Discuss Vacancy of Parent Board Position** Persellin **10 minutes**
Discuss resignation of Parent board member and appointment of new Parent Board member pursuant to DVA Bylaws Section 7.



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Dan Rhinhart will be stepping down since he got hired to be the new communications person at the school and the board is considering to appoint Emily Uhl. She was running for the parent seat and got 93 votes which landed her in second place.

- Motion to fill the vacancy made by Dan Rhinhart with Emily Uhl by Melanie, seconded by Lenny, votes in favor by Katie, Melanie, Lenny, Nimi. Votes against by Dan, Emma, Jake, Idara. The motion doesn't pass.

Since it fails, we are opening the application for parents and they will have to fill out a form with a deadline of May 16. They will need to come to the next board meeting on May 23.

13.3 **Summer Off-Site Retreat.** **Ocholi** **20 minutes**
Continue to discuss the scheduling process of the summer off-site, date and location has been selected for June, 2022. Request for Agenda items.

13.4 **Meeting Assessment and Closing Thoughts** **President** **2 minutes**
Did we spend our time effectively today? What could we do better?
What do we, as a board, need to be focusing on for the next meeting?

Review board code of conduct
Possible bonus rubric for Executive Director.

13.5 **Discussion regarding Interim Executive Director** **President** **20 minutes (Closed session)**
Close meeting to discuss confidential employment information for IED.

Motion to appoint Holly Fischer as the Interim Executive Director effective May 1st by Melanie, seconded by Nimi, it passes.

Motion to appoint Holly Fischer as the IOWA effective May 1st by Jake, seconded by Lenny, it passes.

Motion to accept the resignation of Ahava Silkey-Jones as the Executive Director effective May 16, 2022 by Jake, seconded by Emma, it passes.

14. Adjourn Meeting

Estimated end time:	8:00 pm
Actual	9:57pm

Motion to adjourn the meeting by Lenny, seconded by Dan, it passes.