

**MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS OF  
PARNASSUS PREPARATORY SCHOOL**

**Held May 10, 2022**

Minutes of a Regular Meeting of the Board of Directors of Parnassus Preparatory School, a Minnesota non-profit corporation (the “Company” or the “School”), held on May 10, 2022, at Parnassus Preparatory School, 11201 96<sup>th</sup> Street, Maple Grove, Minnesota.

Present at the meeting were directors, Greg Friess, Ravi Shanbhag, Ben Ark, Ken Zigrino and Barb Rose. Also present from the School was Ms. Ford, Executive Director. Also present was attorney Ryan Supple of Rupp, Anderson, Squires & Waldspurgen, P.A., the School’s counsel, and Mr. Nick Taintor of Bergen KDV, the School’s management company.

The meeting was called to order by Mr. Friess at 6:00 p.m. Mr. Friess noted the presence of a quorum. All directors present waived notice of the meeting.

**MISSION STATEMENT**

The first order of business was to recite the mission statement of the School, which was done by Mr. Friess.

**APPROVAL OF AGENDA**

The next order of business was to approve the Agenda for the meeting included in the Board’s packet circulated prior to the meeting (the “Board Packet”). A suggestion was made that the Agenda should be amended to reflect (i) that the Board would close the meeting in accordance with Minnesota Statutes Section 13D.05, Subd. 3, as the Board desired to conduct an attorney-client privileged discussion with their counsel regarding settlement negotiations and threatened litigation; and (ii) upon the re-opening of the meeting after the end of the closed session, the Board would review and take action on matters discussed or approved in the closed session. Upon motion duly made and seconded, the Board unanimously approved the Agenda as presented in the Board Packet, with the above-stated revisions.

**CLOSED SESSION**

The next order of business was to close the meeting in accordance with Minnesota Statutes Section 13D.05, Subd. 3, as the Board desired to conduct an attorney-client privileged discussion with their counsel regarding settlement negotiations and threatened litigation. Upon motion duly made and seconded, at 6:03 p.m., the Board unanimously approved the closing of the meeting in accordance with Minnesota Statutes Section 13D.05, Subd. 3, via a roll call vote as follows:

Ben Ark	Aye
Greg Friess	Aye

Ravi Shandbhag     Aye  
Ken Zigrino         Aye  
Barb Rose            Aye

The discussion was recorded by Mr. Ark. Mr. Friess noted that the closed session was being held in accordance with the School’s attorney-client privilege, was regarding settlement discussions and threatened litigation, and stressed that all attendees were to hold as strictly confidential all items discussed.

A discussion with the School’s counsel then took place, with a copy of a proposed settlement agreement (the “Settlement Agreement”) being given to each Board member for review and comment. Upon motion duly made and seconded, the Board unanimously approved the Settlement Agreement as presented, via a roll call vote as follows:

Ben Ark                 Aye  
Greg Friess             Aye  
Ravi Shandbhag       Aye  
Ken Zigrino             Aye  
Barb Rose               Aye

Among other things, the School’s counsel notified the Board that the Settlement Agreement would have to be approved in open session. Thereafter, upon motion duly made and seconded, the Board unanimously approved the ending of the closed session, via a roll call vote as follows:

Ben Ark                 Aye  
Greg Friess             Aye  
Ravi Shandbhag       Aye  
Ken Zigrino             Aye  
Barb Rose               Aye

**OPEN SESSION**

The meeting was brought into open session at approximately 6:34 p.m.

**CONSENT AGENDA**

The next order of business was to approve the Consent Agenda for the meeting included in the Board Packet. Upon motion duly made and seconded, the Board unanimously approved the items in the Consent Agenda as presented in the Board Packet.

**REVIEW OF APRIL 19 CLOSED SESSION**

The next order of business was to review the closed session of the Board that took place on April 19, 2022. At this closed session, the School Board to received legal advice related to a former

temporary worker's complaint against the School filed with the National Labor Relations Board. The Open Meeting Law, Minnesota Statute section 13D.05, subdivision 3(b), states that the School Board may close a meeting pursuant to the attorney-client privilege. During this closed meeting, the School Board discussed with its attorney the claims made, the District's defenses to the same, legal strategy, and settlement discussions. There is a need for absolute confidentiality because the District's position would be compromised if such discussions took place in public and could be overheard by the former temporary worker.

### **APPROVAL OF SETTLEMENT AGREEMENT**

The next order of business was to review the results of today's closed session, and to discuss the approval of the proposed Settlement Agreement that had been presented to the Board by School counsel. Upon motion duly made and seconded, the Board unanimously approved a motion to approve the Settlement Agreement with the National Labor Relations Board, contingent on the former temporary employee signing the Waiver of Reinstatement and Claims agreement negotiated.

### **APPROVAL OF NORTHSTAR BUS CONTRACT**

The next order of business was to discuss the approval of the proposed Northstar Bus Lines, LLC FY2023 – FY2026 Transportation Agreement (the "Northstar Contract"), as presented in the Board Packet. Mr. Friess noted that certain small changes needed to be made, and insurance coverage had to be confirmed. A short discussion ensued. Upon motion duly made and seconded, the Board unanimously approved the Northstar Contract as presented, with non-material changes to be made by Ms. Ford.

### **GRANT OF AUTHORITY**

The next order of business was to discuss entering into talks with the City of Maple Grove regarding certain land adjacent to the School and no longer being used by the city. Upon motion duly made and seconded, the Board unanimously approved granting Mr. Friess authority to reach out to the City of Maple Grove to discuss our interest in exploring any opportunities that may exist regarding the land and its future use.

### **ACCEPTANCE OF MARCH 2022 FINANCIAL STATEMENTS**

The next order of business was to accept the March 2022 Financials, as presented in the Board Packet, and as reviewed and recommended by the Finance Committee. Mr. Taintor presented the financials to the Board and answered questions. Upon motion duly made and seconded, the Board unanimously approved acceptance of the March 2022 Financials as presented in the Board Packet.

### **APPROVAL OF REVISED 2022 BUDGET**

The next order of business was to discuss the approval of the proposed revised Financial Year 2022 Budget, as presented in the Board Packet, and as reviewed and recommended by the Finance Committee. Mr. Taintor presented the financials to the Board and answered questions. Upon motion duly made and seconded, the Board unanimously approved the revised Financial Year 2022 Budget as presented in the Board Packet.

### **APPROVAL OF INITIAL FINANCIAL YEAR 2023 BUDGET**

The next order of business was to discuss the approval of the proposed initial Financial Year 2023 Budget, as presented in the Board Packet, and as reviewed and recommended by the Finance Committee. Mr. Taintor presented the financials to the Board and answered questions. Upon motion duly made and seconded, the Board unanimously approved the initial Financial Year 2023 Budget as presented in the Board Packet.

### **COMMITTEE ITEMS**

The next order of business was to discuss other committee items. Mr. Ark gave an update on Munera Pro Parnassus, stating that the School's "Zeus on the Loose" fundraiser was a success, and had netted the School approximately \$6,000 in contributions. Mr. Zigrino gave an overview regarding the Policy and Elections Committee, stating that revised bylaws were still being reviewed, with a need to discuss them with School counsel. No formal action was taken.

### **ADJOURNMENT**

The next order of business was to discuss the adjournment of the meeting. On motion made and duly seconded, the Board of Directors unanimously approved to adjourn the meeting at approximately 7:45 p.m.

Respectfully submitted,

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Kenneth D. Zigrino, Secretary