

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

Held September 13, 2022

Minutes of a Board Meeting of the Board of Directors of Parnassus Preparatory School, a Minnesota non-profit corporation (the “Company” or the “School”), held on September 13, 2022 at Parnassus Preparatory School, Maple Grove, MN.

Present at the meeting were directors Barb Rose, Greg Friess, Ken Zigrino, and Ben Ark. Director Ravi Shanbhag had previously alerted Mr. Friess of his absence.

Also present from the School was Ms. Ford, Executive Director, Ms. Omberg Grammar School Principal and Mr. Hamiel, Principal of Schools of Logic and Rhetoric.

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

MISSION STATEMENT

The next 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”). It was suggested that the Closed Session be moved to after the discussion of Administrative Items. Upon motion duly made and seconded, the Board unanimously approved the Agenda as presented in the Board Packet, with the adjustment noted above.

COMMUNITY COMMENT

No community comments were made at this meeting.

APPROVAL OF 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 Consent Agenda as presented in the Board Packet.

ADMINISTRATION UPDATE

The next order of business was to discuss certain administrative items. Ms. Ford began by discussing several items, including (i) the School got off to a good start this year; (ii) enrollment

was above all targets; (iii) open enrollment for the next school year would start in October; (iv) retention was good, at around 82%; and (v) the School had 21 new staff members, and a mentorship program had been started.

Principal Omberg then addressed the Board and discussed: (i) the School has implemented lots of reading training; (ii) there is a focus on consistency in the delivery model across classes and grades, often using scripts; (iii) “interventionists” have been added, focusing on reading and math, with smaller groups and more individual attention; (iv) behavioral “interventionists” have been added, to help find out the “whys” of any behavioral issues; (v) this the best start of the School year she has seen in 8 years; (vi) the focus on classroom management (Teach Like a Champion or TLAC) is also focused on behavioral issues; and (vii) the School is emphasizing “social” events to allow students, parents, upper and lower schools, to spend more time together.

Principal Hamiel then addressed the Board and discussed: (i) the School’s mentor program is not only for new staff, and connections with mentors has been appreciated in particular with regard to onboarding; (ii) the School’s culture is being enhanced by the use of Classical Development teams; (iii) to reach academic and CSIP goals, the School has targeted support with small groups to fill in the gaps, for instance, sometimes utilizing older students to help with peer-tutoring; (iv) the science program has built labs to serve lower to higher grades; (v) there is a big push to involve more students in ACT practice, which scholars find helpful; (vi) a main objective this year is to return to “calm, structured and organized” after the past 2 years of Covid disruptions; (viii) Advisory was moved to the morning to promote teachers connecting with Scholars; and (ix) the School of Logic is starting a Student Counsel and Student Senate.

CLOSED SESSION

The next order of business is a closed session. The Open Meeting Law, Minnesota Statutes section 13D.05, subdivision 3(b), allows the Board to close a meeting pursuant to the attorney-client privilege. The purpose of the closed session is for the School Board to meet with the School’s attorney to discuss pending legal claims against the District in a matter entitled “Beek v. Parnassus Preparatory School.” The meeting must be closed to allow the Board and its attorney to have a full and frank discussion about legal strategy and authority for mediation. Pursuant to the law just cited, Mr. Friess entertained a motion that the meeting be closed. Upon motion duly made and seconded, the Board unanimously approved the closure of the meeting pursuant to Minnesota Statutes section 13D.05, subdivision 3(b) at 6:51 p.m.

OPEN SESSION

The meeting was brought into open session at approximately 7:39 p.m.

FINANCE COMMITTEE

The next order of business was to hear an update from Mr. Friess from the finance committee. He briefly discussed the preliminary June 2022 financials included in the Board Packet, and noted that the School would be receiving a letter from its auditors regarding the yearly audit being conducted. No formal action was taken.

POLICY AND ELECTIONS COMMITTEE

The next order of business was to hear from Mr. Zigrino and Mr. Ark about the recommendations of the Policy and Elections Committee (PEC) regarding the use of a third-party vendor to conduct Board elections.

Mr. Zigrino gave an overview of the reasons for the recommendations, including the desire to reduce the exceptional amount of time and difficulty involved in School staff and volunteers conducting the election process, as well as the desire to continue to promote fairness and transparency in the voting process. He stated that the PEC stressed the need to find a vendor that had significant experience, a reputation for competence and objectivity, an open process and excellent customer service. These objectives led the PEC to contact several groups and review the offerings of the two that seemed most likely to meet the committee's objectives – Survey and Ballot Systems, and Election Services Corporation. In anticipation of hiring a third-party election vendor, he stated that the PEC also recommends that the Board adopt changes the PEC proposed to both the School's bylaws (solely for purposes of setting a record date by which eligible voters were to be determined) as well as changes to the School's Election Policies and Procedures, all of which changes were included in the Board Packet.

Mr. Ark then gave some of the details that prompted the PEC to recommend that the Board approve the hiring of Election Services Corporation ("ESC") as the School's third-party election vendor. He stated ESC had over 30 years' experience running high-profile school elections, including for Yale, Harvard, Princeton and Phillips Academy Andover, as well as for other groups such as The Sierra Club, The Country Music Awards and several unions. He stated that ESC has a reputation for competence among these high-profile groups, and states that it has never had an election overturned. Their objectivity and transparency were unique, to the point where they stated participants can visit their offices to monitor elections. Finally, he noted that ESC exhibited excellent customer service in their prompt and comprehensive responses to Mr. Arks questions. ESC permits both by-mail and electronic voting, as well as hybrid voting (both together), and would also handle distribution of election materials and packets. Not the cheapest group, ESC seemed to meet all the PEC's requirements for a third-party vendor, and the PEC recommended ESC be hired for the upcoming Board election.

APPROVAL OF ITEMS RELATED TO HIRING A THIRD-PARTY ELECTION SERVICES VENDOR

Upon motion duly made and seconded, the Board unanimously approved the following items relating to the PEC's recommendation of a third-party election services vendor and the revision of certain documents regarding the conduct of Board elections:

- a. That the School move forward with the engagement of Election Services Corporation as the School's third-party vendor for holding Board elections and tabulating results;
- b. That the School's Fifth Amended and Restated Bylaws included in the Board Packet, requiring the Board to fix a Record Date for determining Eligible Voters, is hereby adopted and approved; and
- c. Approving the 2022-2023 Board Election Dates as included in the Board Packet.

The board held a discussion regarding amending the School's Election Policy and Election Procedures to utilize a third-party election services company to conduct future Board elections, as per the documents included in the Board Packet, with the following revisions: (i) making it clear that ballots would no longer be accepted at the School; (ii) making it clear that campaign materials cannot be distributed per Policy 923, including the parking lot that the School is leasing and maintaining; and (iii) requiring that a copy of Policy 923 be included in the election materials handed out to Eligible Voters

MUNERA PRO PARNASSUS

The next order of business was to hear from Mr. Ark about updates from the MpP committee. No formal action was taken.

APPROVAL OF ENROLLMENT AND LOTTERY POLICY

The next order of business was to approve the 2023-24 Enrollment and Lottery Policy, as included in the Board Packet. Upon motion duly made and seconded, the Board unanimously approved the 2023-24 Enrollment and Lottery Policy as presented in the Board Packet.

APPROVAL OF EXECUTIVE DIRECTOR EMPLOYMENT AGREEMENT

The next order of business was consider and vote upon the Executive Director Employment Agreement included in the Board Packet for the School's Executive Director, Ms. Ford's, based upon the closed session evaluation review that occurred on June 21, 2022. Upon motion duly made and seconded, the Board unanimously approved the following:

- a. That the Executive Director Employment Agreement included in the Board Packet is hereby approved in all material details; and
- b. That Mr. Friess is hereby empowered to finalize any non-material details in said agreement.

ADJOURNMENT

The next order of business was to adjourn the meeting. On motion made and duly seconded, the Board of Directors unanimously approved to adjourn the meeting at 8:50 pm.

Respectfully submitted,

Kenneth D. Zigrino, Secretary