

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

Held October 11, 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 October 11, 2022, at Parnassus Preparatory School, Maple Grove, MN.

Present at the meeting were directors Barb Rose, Greg Friess, Ken Zigrino, Ben Ark and Ravi Shanbhag.

Also present from the School was Ms. Ford, Executive Director, and Mr. Kasowicz, Director of Operations.

The meeting was called to order by Mr. Friess at 6:03 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 (i) the PEC presentation include review of the proposed contract with Election Services Corporation, and (ii) at the end of the meeting the Board address whether the Board meeting scheduled for November 8, 2022, Election Day, should be moved to a different date so that all directors could attend. Upon motion duly made and seconded, the Board unanimously approved the Agenda as presented in the Board Packet, with the adjustments noted above.

COMMUNITY COMMENT

No community members were present at this meeting, and no comments were presented.

APPROVAL OF CONSENT AGENDA

The next order of business was to approve the Consent Agenda for the meeting included in the Board Packet. It was suggested that the minutes of the September 13, 2022 Board meeting be pulled from the Consent agenda and discussed separately. Upon motion duly made and seconded, the Board unanimously approved the Consent Agenda as presented in the Board Packet, with the adjustment noted above.

ITEMS REMOVED FROM CONSENT AGENDA

The next order of business was to consider proposed changes to the minutes of the September 13, 2022 Board meeting. It was suggested that the draft minutes be amended to state that changes to the School's election policy were discussed, but not approved. Upon motion duly made and seconded, the Board unanimously approved the minutes of the September 13, 2022 Board meeting Consent Agenda as presented in the Board Packet, with the amendment noted above.

ADMINISTRATION UPDATE

The next order of business was to discuss certain administrative items. Mr. Kasowicz began by discussing his new role as Director of Operations for the school. He stated that it was good to be able to concentrate fully on things that he was able to do only part-time in his previous position. He said he is enjoying the new focus, and noted that it allows him to be able to identify lots of short-term issues and be able to fix them, as well as to concentrate on long-term strategy for the School's operations. He stated that in his new role he can now dig a little deeper into the issues and the various providers with whom he deals. One of his priorities is on getting new staff up to speed, especially with regard to the School's classroom management systems. He is engaged in building processes to perform his role and provide focus. His impression was that teachers love to have a go-to resource for the types of issues he is handling. He also stated that, regarding the School's busing situation, ridership is up a full busload-worth of students, but that times for the bus routes are less in both the morning and the afternoon, which is a big improvement.

Ms. Ford then discussed several items, including (i) the School recently had parent/teacher conferences for the first time in a long time, and the turnout was incredible; (ii) the School would be holding a food drive, with the goal of collecting over 6000 pounds; (iii) the School of Rhetoric catalogs will go out soon for next year; (iv) college groups are coming in to interview students, with Columbia University being the first Ivy League university to visit the School; and (v) Friday, October 28th, is our Nostos event, and we need volunteers and great costumes. No formal action was taken.

FINANCE COMMITTEE

The next order of business was to hear an update from Mr. Friess from the Finance Committee. He briefly discussed the July and August 2022 financials included in the Board Packet. He noted that ADM's were down slightly, but Ms. Ford said that we are looking very good with enrollment this year. Mr. Friess stated that in November the Finance Committee would take a hard look at the Building Company P&L, and also noted that the Building Company would be paying off the remaining \$130,000 of the account receivable owed to the School. In discussing the yearly audit, he noted that we are moving forward but that this year we will need a more comprehensive audit due to the receipt of Federal COVID dollars. Regarding the Employee Retention Credit noted in the Board Packet and reviewed and recommended by the Finance Committee, he noted that the Finance Committee recommended that the board should proceed with applying for the Credit. No formal action was taken.

ACCEPTANCE OF JULY AND AUGUST 2022 FINANCIAL STATEMENTS

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

POLICY AND ELECTIONS COMMITTEE

The next order of business was to hear from Mr. Zigrino and Mr. Ark of the Policy and Elections Committee about the approval of items regarding the use of a third-party vendor to conduct Board elections. The Board then reviewed the Parnassus Preparatory School (i) School Board Election Policies and (ii) Procedures for School Board Elections, both of which were amended to reflect language approved at the Board's September 13, 2022 meeting and both of which were included in the Board Packet, as well as (iii) the ESC Election Services Agreement, a copy of the template of which was provided to each Director at the meeting for review and consideration (the "ESC Contract"). Mr. Ark and Mr. Zigrino presented the items to the Board and answered questions.

APPROVAL OF ELECTION POLICIES AND PROCEDURES

Upon motion duly made and seconded, the Board unanimously approved the School Board Election Policies as included in the Board Packet

Upon motion duly made and seconded, the Board unanimously approved the Procedures for School Board Elections as included in the Board Packet

APPROVAL OF CONTRACT WITH THIRD-PARTY ELECTION SERVICES VENDOR AND DELEGATION OF AUTHORITY TO NEGOTIATE DETAILS

Upon motion duly made and seconded, the Board unanimously approved the ESC Contract template, and authorized Ms. Ford and Mr. Ark to negotiate the details of said contract, which details would be in line with quotations for services received from ESC thus far and not materially different from the language of the template.

APPROVAL OF SETTLEMENT

The next order of business was to approve the settlement of a pending lawsuit, the monetary terms of which the Board previously authorized School counsel to offer. Mr. Friess briefly went over the terms with the Board. Upon motion duly made and seconded, the Board unanimously approved the settlement as discussed. The settlement will not have a material financial impact on the School.

APPROVAL OF CALENDAR CHANGE

The next order of business was to approve the changes to the School Calendar included in the Board Packet. Upon motion duly made and seconded, the Board unanimously approved the changes to the Calendar.

APPROVAL OF BOARD MEETING DATE CHANGE

The next order of business was to approve the changes of the date of the Board's regular meeting scheduled for November 8, 2022. As that date is Election Day, it was proposed that the November 8 meeting be re-scheduled for November 15, 2022 at 5:30 p.m. Upon motion duly made and seconded, the Board unanimously approved said new date and time for the Board's November regular meeting.

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 7:14 pm.

Respectfully submitted,

Kenneth D. Zigrino, Secretary