**MINUTES:** Phoenix Board of Directors Special Meeting

**DATE:** January 22, 2019

**TIME:** 5:30 p.m.

**LOCATION:** Phoenix Academy, 38460 Lincoln Trail, North Branch, MN 55056, Library

1. The meeting was called to order at 5:31 p.m. by Kathleen Mortensen, Board Chair.
	1. Board members roll call was taken (none absent):
		1. Kathleen Mortensen, Carlo Galeazzi, Kara Kerr, Kevin Haseltine (arrived several minutes late)
	2. Additional: Jackie Krohn, Phoenix Principal and ex-officio, Cindy Murphy, The Guild (via phone), Several Phoenix staff members and parent representatives, and Kathleen Hauglid, potential board member.
2. Mortensen asked Kerr to read the Phoenix Mission and Vision statements, which she then did.
3. Mortensen asked if there was a motion to approve the agenda. Galeazzi asked if we could add an agenda item regarding the enrollment drive period. Mortensen asked for a motion to amend the agenda if that was what he was requesting. Galeazzi motioned to add to the agenda “approval of enrollment dates for the 2019-2020 school year”. Kerr seconded the motion, motion passed unanimously, the item was added as 5. d., and the amended agenda was accepted by unanimous vote.
4. The Finance Committee report from January 15th was presented by Galeazzi. Galeazzi, Mortensen, Haseltine and Tainter from BerganKDV had discussed potential line item cuts and Tainter had presented budget modifications with various cuts implemented.

Similar to past board meetings, Galeazzi reminded the board that the school was over staffed, and thus cuts and reductions to staff would need to be made. He also let the board know that Tainter had made some funding stream adjustments, but that we would still need to cut approximately $50,000 from the budget.

1. The Governance Committee report from January 16th was presented by Kerr. At that meeting Kerr and Galeazzi discussed the strengths that Kathleen Hauglid could make to the board if appointed to the position. Kerr also stated that Hauglid could conference call into the board meeting this evening.
2. Discussion ensued over the organizational chart. Mortensen presented three versions including the one that Phoenix currently uses, one that the school was originally following, and a third model that was a hybrid of the two. Krohn shared her concerns that she is able to do all of the tasks on her own, and expressed some frustrations. Kerr responded that she has directly heard Krohn asking for assistance on some matters, and that receiving assistance is not a bad thing. Galeazzi stated that the school needed to address the staffing situation, specifically that too many staff members were hired out of the general education fund. Haseltine offered his perspective on using Galeazzi to get things on track, and that two people sharing the workload was good, because otherwise one person could be spread too thin. Haseltine motioned to accept version “B” of the organizational chart options, Kerr seconded, motion passed unanimously.

Discussion ensued regarding Galeazzi as being appointed to the newly established Executive Director role. Galeazzi pointed out that he would do so on a volunteer basis, but would like health benefits if possible. Murphy joined into the conversation and reminded the staff that we were making cuts, not adding expenses, and that Galeazzi would have to resign from the board. Those points were expanded upon by Mortensen. Haseltine motioned to approve Galeazzi as Executive Director, effective immediately, Kerr seconded, and further discussion ensued. Mortensen clarified for Murphy that this would be a transitional change to the organizational chart, and Haseltine agreed, but pointed out that there was not a specific end date for his motion. Vote taken, motion passed unanimously.

Discussion ensued regarding the Governance Committee report. Kerr motioned to appoint Kathleen Hauglid, effective immediately to the board, Haseltine seconded, motion passed unanimously.

Discussion ensued regarding the enrollment dates and lottery for the 2019-2020 school year. Kerr motioned to set the enrollment period from January 28, 2019, through March 5th, 2019, with the lottery held on March 6th, 2019. Haseltine seconded, motion passed unanimously.

1. Board communications and future items included reviewing the modified budget with line item reductions and approving the modified budget, approving the SOD plan which includes a budget model that demonstrates getting out of SOD, adding at least one board member to replace Galeazzi, and appointing a new board treasurer to replace Galeazzi.
2. Mortensen then stated that the next board meeting would be January 29th, at Phoenix Academy, beginning at 5:30 p.m. Kerr agreed to facilitate the meeting with Mortensen conference calling in, and with Galeazzi needing to resign from his board seat.
3. Mortensen, Board Chair, called for a motion to adjourn the meeting. Haseltine made the motion, Kerr seconded the motion, the vote was unanimous, with the meeting concluded at 6:27 p.m.