



Legacy of Dr. Josie R. Johnson Montessori
Board of Directors Meeting Minutes
Thursday, May 6, 2021, 6pm - 8pm

Board meeting will be conducted via Zoom - an in person meeting is not practical due to the pandemic

Meeting Link: <https://us02web.zoom.us/j/8406589106?pwd=YzFLYk55cStLTGxWUGl3WS9qMXJtZz09>

Password: JJ

Meeting Date: 05/06/21

Start time: 6:05pm

Adjourned: 6:41pm

Location: Zoom Conference Call

Submitted by: Emerald Woodberry

Board Members Present: Emerald Woodberry, Edwinna Johnson , Jackie Williams, Renae Dressel , Julie Flexhaug, Sherri Green, Lindsey Berwald

Board Members NOT Present: N/A

Staff Members Present: N/A

Guests Present: Bree Johnson, Shawna Maryanovich

Meeting called to order at 6:05p with a motion by Edwinna (seconded by Julie). Motion passes unanimously.

1. Open - read mission & vision (5mins)

2. Review Board Meeting Rules of Conduct (5mins)

3. New ongoing procedure: Calls for conflict of interest and ~~rescue~~ RECUSE from voting on matters with conflict of interest potential

- **April 20th Complaint #2 - Emerald recused from voting on this agenda item, Renae recused from voting on this agenda item, Sherri recused from voting on this agenda item**
- **Further Action Planning of Investigation of Complaints Against School Leaders - Sherri recused from voting on this agenda item, Renae recused from voting on this agenda item, Emerald recused from voting on this agenda item**

Renaee chooses to leave ahead of additional agenda topics since she cannot participate.

4. April 20th Complaint #2: Pursuant to Legacy of Dr. Josie R. Johnson Employee Handbook 2020-2021
LETTER PROVIDED BY Board Chair in response to complaint before May 4 deadline [{Link to letter}](#)

Immediate Intervention to Comply with Cease and Desist: This board has continued to conduct business and take actions that create legal and ethical liabilities for the JJ Legacy organization.

As board chair and Chief Executive Officer of this school, I will not tolerate any board actions that are:

- Not in alignment with the values of the school and professional code of conduct
- Undermine the mission actualization of the school
- Undermine and/or cause harm to the direct employees of the board of directors (school leaders).
- Not in accordance with MN State statutes, JJ Legacy bylaws, policies, procedures, and the board's documented job description

Effective immediately, we will prioritize forming an Board Operations Plan that implements controls to mitigate risk of the board:

- acting with conflict of interest and self interest
- causing harm to the school or its constituents
- misappropriating tax payer funds
- creating any other legal and moral liabilities

In accordance with JJ Legacy bylaws Part III, section 7, I am calling a special meeting on Saturday May 22 from 10 a.m. to 2 p.m. to initiate JJ Legacy Board of Directors Operations Plan.

Under my leadership, the board will conduct only the minimally necessary board work until it addresses and establishes a Board Operations Plan to mitigate risk of actions that may harm the organization and its constituents.

Motion: To mitigate further risk of liability to JJ Legacy, I move that the only topics that will be on the agenda of today's meetings or the meeting on May 18 proceeding 5/22 are:

- *Minutes approval*
- *Any matters requested by school leaders*
- *Matters required by state statute or JJ Legacy Bylaws, examples include:*
 - *Elections*
 - *Fill vacant board seats*
 - *Remove directors from board*

Moved by Jacie, seconded by Julie

Discussion - goal of 5/22 meeting is to outline how we'll operate going forward to ensure we're minimizing our risk and how we handle sensitive topics going forward.

Action: Motion passes by roll call

5. Further Action Planning of Investigation of Complaints Against School Leaders

- In the 4/27/2021 Board meeting, the Board approved a motion: "we don't believe the report itself is sufficient for us to take action, but we are committed to figuring out how we get the details to understand what is happening to develop an action plan".

Motion to halt board action planning of investigation of complaints against school leaders until after the board has defined and implemented the Board Operations Plan (moved by Edwinna, seconded by Julie)

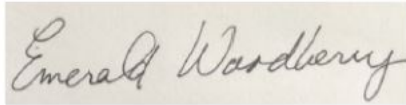
Discussion: N/A

Action: Motion passes by roll call.

6. Adjourn

Motion to adjourn the meeting at 6:41pm (moved by Jacie, seconded by Julie)

Submitted by:



Emerald Woodberry, Secretary

Date Approved: 5/6/2021