

NEW MILLENNIUM ACADEMY

Special Board Meeting Minutes

Date: Tuesday, July 31, 2017

Time: 6:00pm

Location: New Millennium Academy, Room: 107

Recording began 6:05 PM

1. Opening and Welcome: 15 min Xoua Pha
 - A. Welcome & Roll Call of Board Members Present
2. Roll Call of Board members:
 - A. Present:

Xoua Pha, Lao Pao Yang, Sean Lee, Bridget Mealman, See Xiong, Ker Vang, Joanne Hager
 - B. Absent:

My Nang Thao
 - C. Ex-Officio
Chuck Herdegen
Kazoua Kong-Thao
 - D. Special Guests:
 - i. Christian Shafer – Attorney – representing New Millennium: speak about building
 - ii. Craig Kepler – Attorney – Author of Articles of Incorporation
 - iii. Liz Wynne – Friends of Education Representative
 - iv. Halee Vang – Principal
 - v. Chuck Herdegen – Financial/Business Manager
 - vi. Luis Vanegas – Vice Principal
3. Approval of the Agenda –
4. Motion to approve: All in favor, agenda approved.
5. New Business
 - A. Board Participation Joanne Hager
 - i. Due to miscommunication, agenda was posted without stating that “Board member Bridget will attend **via Skype**” Bridget Mealman was not allowed to participate in voting and/or quorum.
 1. Discussion to be held outside of meeting, since it was discussed verbally with Board Chair that she would be able to join via Skype, to get more clarification.
 2. Bridget agreed to view board meeting via Skype only, without rights to voting and not counted towards quorum.
 - ii. Amy Xiong has resigned from the board via email, all board members are aware and were notified on Saturday July 29, 2017.

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- B. Item of business to discuss:
- i. Board member's right to raise question of privilege without discussion; motion to appoint See Xiong as temporary chair for this board meeting to discuss item of business.
 - ii. Motion: Joanne Hager motioned to Approve, Seconded by Lao Yang. Vote: Approved.
- C. Issue brought forth to the board that Board Chair, Xoua Pha be voted off of the board. Reasons:
- i. When elected as board chair, Authorizer was concerned that new chair was inexperienced.
 - ii. During the last meeting, the board was almost unable to conduct business.
 - iii. Furthermore, when the Authorizer brought up a concern about New Millennium's affiliated building company Mr. Pha failed to schedule an immediate meeting to rectify issues,
 - iv. He is unfit to run a board.
 - v. Under bylaws any director may be voted off the board with the majority vote (5 votes). However, with the resignation of Amy Xiong, 4 votes are sufficient.
 - vi. ***ACTION: Joann Hager motioned to approve (MOTION). Ker Vang seconded the motion. Roll Calls: Lao Yang – yes, Ker Vang – yes, Joanne Hager – yes, See Xiong – yes, X– yes, X – yes Vote: Unanimous, motion carries.***
- D. Another issue brought forth to the board that Mr. Sean Lee to be removed, apparent from past meetings that Mr. Lee is unfit for this board. Reasons:
- i. Bringing issues forward that were not part of agenda within the body of the meeting
 - ii. Making issues out of previous board approved items
 - iii. Delaying approval of board minutes
 - iv. Under bylaws, any director may be voted off the board with the majority vote of directors, 4 votes are sufficient. No discussions.
 - v. ***ACTION: Joann Hager motioned to approve (MOTION). Ker Vang seconded the motion. Roll Calls: Roll Calls: Lao Yang – yes, Ker Vang – yes, Joanne Hager – yes, See Xiong – yes, X– yes, X – yes Vote: Unanimous, motion carries.***

Note: Mr. Pha has been removed from board, See Xiong will act as Board Chair for remainder of meeting, no questions or discussions permitted during this time.

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- E. Affiliated Building Issue Joanne Hager
- i. To prevent additional school violations from authorizer and the bond company, motion to appoint legal counsel Craig Kepler as the point person to assist in resolving the situation by all means.
 - ii. Motion: Joanne Hager to approve. Seconded: Lao PaoYang
Vote:Approved.
6. According to MN Statute Section 13D.05, request to close the session to discuss the litigation of the building.
- A. Motion: Joann Hager to adjourn the open meeting at 6:20 p.m. Ker Vang seconded the motion. Open Meeting adjourned.
- 6:39 pm. Board meeting re-opened
- B. During the close session, board made a motion to authorize Craig Kepler of Lindquist & Vennum LLP to:
 - i. Commence litigation lawsuit against Nou Vang and Yee Yang to address the improper actions attempted to take with respect to the New Millennium Building Company.
 - ii. Litigation will invalidate the amendment to the articles that New Millennium Building Company to appoint its own new board members.
 - iii. Confirm the school's abilities to appoint its own board members to the New Millennium Building Company.
 - iv. Seek attorney's fees.
 - C. Litigation will be against Nou Vang and Yee Yang and the New Millennium Building Company.
 - D. Craig Kepler will also respond the Authorizer's letter received on July 19th, 2017.
 - E. Joann motioned to approve, seconded by Ker Vang. Approved.
- 7. Motion: Lao Pao Yang to adjourn the meeting at 6:47 p.m. Seconded: Joanne Hager
Vote: Motion approved - meeting adjourned.**