

**Valley Collaborative Board of Directors
General Session Meeting Minutes
Annual Shareholders' Meeting
January 17, 2019
10:03 a.m. – 10:59 a.m.
25 Linnell Circle, Billerica, MA**

Board Members Present: Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Mr. Steven Stone, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson

Board Members Absent: Mr. Brad Morgan

Collaborative Representatives Present: Dr. Chris Scott, Executive Director; Ms. Heidi Kriger, Treasurer; Members of the Collaborative Senior Leadership Team

Also Present: Mr. George Nangle, Middlesex County Retirement System; Thomas Lent, Marathas Barrow Weatherhead Lent LLP

Call to Order: Mr. Timothy Piwowar, Chairman, convened the Collaborative Board Meeting at 10:03 a.m.

Mr. Piwowar and Dr. Chris Scott welcomed all in attendance and introduced all participants and presenters at the Annual Shareholders' Meeting

Students, Adult and Staff of the Month

Dr. Chris Scott and the Board recognized Valley Collaborative's Students, Adult and Staff of the Month.

Dr. Chris Scott and the Board also recognized the Community Partner Making a Difference Award recipient, Mr. George Nangle from the Middlesex County Retirement System.

Approval of Minutes

Mr. Timothy Piwowar requested the Board to review the meeting minutes made available for review and asked for a motion relating to the minutes.

On a motion made by Mr. Steven Stone and seconded by Mr. Everett Olsen, a quorum of voters being present, it was voted:

VOTED: To approve the General Session Meeting Minutes for the Board of Directors dated December 13, 2018.

The vote was 5-0-3. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen,

Dr. Jay Lang and Mr. Steven Stone voted yes. Dr. Denise Pigeon, Mr. Christopher Malone, and Dr. Laura Chesson abstained.

Presentations

Nick LeClair and Meghan Waters, Valley Literacy Coaches; Annie Willis, Principal of Valley Elementary School; Nicole Noska, Principal of Valley Transitional Programming at the Middle School and High School; Julie Fielding, Principal of Valley Alternative Programming at the Middle School and High School; and Joe Venskus, Valley Adult Services Coordinator, each provided presentations to the Board regarding their respective school programs and practices. Each provided highlights and the keys to success each program attempts to achieve. The Board and certain Stakeholders in attendance commented on the high quality of the presentations and their demonstrated commitment to each respective program.

Fiscal Year 2020 Budget

Dr. Scott provided a brief summary of the proposed budget for fiscal year 2020, which had been reviewed and discussed previously by the Board at its prior two meetings. The summary generally was provided for the benefit of the Stakeholders in attendance. Mr. Timothy Piwovar asked if there were any further questions or comments by the Board regarding the proposed budget for fiscal year 2020. There was none. Mr. Piwovar asked for a motion relating to the proposed budget.

On a motion made by Mr. Steven Stone and seconded by Mr. Everett Olsen, a quorum being present, it was voted:

VOTED: That the Board of Directors approves the Fiscal Year 2020 Budget, including an Operating Budget for the Collaborative in the amount of \$19,707,859 as presented and recommended by the Executive Director; and requests that the Treasurer certify and transmit the budget for Fiscal Year 2020 to each member district by no later than February 1, 2019.

The vote was 8-0. Mr. Timothy Piwovar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Mr. Steven Stone, Dr. Denise Pigeon, Mr. Christopher Malone, and Dr. Laura Chesson voted yes.

Fiscal Year 2018 Review

Dr. Chris Scott reviewed with the Board and the Stakeholders in attendance the 2018 Audit results and the 2018 Annual Report. Dr. Scott indicated that the Annual Report contained the statutory and regulatory required materials, as well as additional materials relating to staff, therapist and other employee ratios. Dr. Scott also indicated that the Annual Report contains additional information relating to the Collaborative programs and studies. Dr. Scott reviewed the summary of audit results and the memorandum submitted by Mr. Daniel Schaffner of Fritz

DeGuglielmo, LLC summarizing the Collaborative's financial operations. Dr. Scott explained that the 2018 audit was finding free and provided some insight as to what the audit process included and the complexity of the work. Dr. Scott explained that the 2018 Audit results are shared with the DESE, Massachusetts State Auditors Office and others. There was no further discussion.

Financial Update

Quarterly Report

Dr. Scott provided the Board with a quarterly financial report, including a review of the profit and loss statement by program as well as the expenses of the first and second quarters as compared to those anticipated in the third and fourth quarters of the School Year. Dr. Scott directed the Board to her memorandum contained within the Board Binder materials for additional summary information. Dr. Scott briefly reviewed the status of the ADP payroll software implementation. There was no further discussion.

Treasurer's Report

Ms. Heidi Kriger, the Collaborative Treasurer, provided the Board with her report which covered the months through November 30, 2018. Ms. Kriger provided a verbal summary of her report, including available balances, transfers, withdrawals, interest income and ending balances. She also reviewed the OPEB Trust financial information and balances and PARS statements. A written summary report was contained within the Board materials. There was no further discussion.

On a motion made by Mr. Evertt Olsen and seconded by Mr. Steven Stone, a quorum of voters being present, it was voted:

VOTED: That the Board of Directors accepts the report of the Collaborative Treasurer, as presented at this meeting, and requests that a copy of the report be filed within the Treasurer's file maintained at the Collaborative

The vote was 8-0. Mr. Timothy Piwovar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Mr. Steven Stone, Dr. Denise Pigeon, Mr. Christopher Malone, and Dr. Laura Chesson voted yes.

Communications

Dr. Scott directed the Board to the communications contained within the Board materials, which included Valley Collaborative's Winter 2019 Newsletter, updates and the announcement that DESE Commissioner Jeffrey C. Riley agreed to be the keynote speaker for commencement ceremonies in September 2019. There was no further discussion.

On a motion made by Mr. Steven Stone and seconded by Dr. Michael Flanagan, a quorum of voters being present, it was voted:

VOTED: To adjourn the Board meeting.

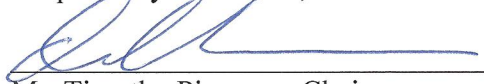
The vote was 8-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Mr. Steven Stone, Dr. Denise Pigeon, Mr. Christopher Malone, and Dr. Laura Chesson voted yes.

Mr. Timothy Piwowar adjourned the Collaborative Board Meeting at 10:59 a.m.

LIST OF DOCUMENTS USED, DISTRIBUTED AND REVIEWED AT THIS MEETING:

- School Year 2018-2019 Electronic Board Binder for Annual Stakeholders' Meeting, January 17, 2019

Respectfully Submitted,



Mr. Timothy Piwowar, Chairman

Dated: 4/12/2019