

**Valley Collaborative Board of Directors
General Session Meeting Minutes
Annual Shareholders' and Board Meeting
January 16, 2020
10:04 a.m. – 11:25 a.m.
25 Linnell Circle, Billerica, MA**

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

Board Members Absent: Mr. Steven Stone

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

Also Present: Thomas Lent, Marathas Barrow Weatherhead Lent LLP; James Salvie, Associate General Counsel, Massachusetts State Board of Retirement; Chief Daniel C. Rosa, Billerica Police Department.

Call to Order: Mr. Timothy Piwowar, Chairman, convened the Collaborative Board Meeting at 10:04 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, Chief Daniel C. Rosa, Billerica Police Department.

[Dr. Jay Lang arrived at 10:20 a.m.]

Financial Update – Valley By the Numbers

Dr. Scott again welcomed the Shareholders in attendance. She provided a presentation relating to the Collaborative's finances, budget, enrollment, audit and annual report. She directed the Board to the electronic copy contained within the Board materials and the attendees to the handout made available prior to the meeting.

MEC's 14 Boxes of Personnel Records

Mr. Timothy Piwowar and Dr. Scott introduced Mr. James Salvie, Associate General Counsel with the Massachusetts State Board of Retirement, who was present to review and discuss the request by the Merrimack Education Center for the Collaborative to take possession of 14 boxes of documents, which MEC represents contain personnel records of individuals who it claims were at one time employed by the Collaborative. The Board had discussed the issue previously during its December 2019 meeting. Mr. Salvie revisited his prior communications with Dr. Scott about this issue and advised the Board that should the records be discarded and destroyed, as MEC has indicated, then there likely would be the possibility that individuals who attempt to review pension issues would be adversely affected. The Board discussed.

The Board reviewed with Mr. Salvie the issues they previously addressed relating to the boxes of documents including that MEC, to date, has refused to provide access to the boxes prior to delivery, or any index of the boxes contents, or any other assistance for the Collaborative to review and verify whether such documents are, in fact, Collaborative personnel files. The Board discussed certain practical issues with Mr. Salvie relating to the documents, and the manner in which the Collaborative should respond to MEC.

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

VOTED: That the Board of Directors authorizes counsel to inform MEC that Valley Collaborative will agree to take receipt of the boxes of documents currently under control of MEC and make any necessary and reasonable arrangements for their receipt.

The vote was 7-1. Yes: Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Denise Pigeon, Dr. Jay Lang, Dr. Laura Chesson, Mr. Brad Morgan, Mr. Everett Olsen. No: Mr. Christopher Malone.

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 Dr. Jay Lang and seconded by Mr. Christopher Malone, a quorum of voters being present, it was voted:

VOTED: To approve the General Session Meeting Minutes for the Board of Directors dated December 12, 2019.

The vote was 8-0. Yes: Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen,

Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan.

Financial Update

Treasurer's Report

Ms. Heidi Kriger, the Collaborative Treasurer, provided the Board with her report which covered the months through November 30, 2019. 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 Dr. Michael Flanagan and seconded by Mr. Everett Olsen, 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. Yes: Mr. Timothy Piwovar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan.

Fiscal Year 2021 Budget

Dr. Scott provided a brief summary of the proposed budget for fiscal year 2021, which had been reviewed and discussed previously by the Board at its prior 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 2021. There was none. Mr. Piwovar asked for a motion relating to the proposed budget.

On a motion made by Mr. Everett Olsen and seconded by Dr. Michael Flanagan, a quorum being present, it was voted:

VOTED: That the Board of Directors approves the Fiscal Year 2021 Budget, including an Operating Expense Budget for the Collaborative in the amount of \$19,999,871 as presented and recommended by the Executive Director; and requests that the Treasurer certify and transmit the budget for Fiscal Year 2021 to each member district by no later than February 1, 2020.

The vote was 8-0. Yes: Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Mr. Brad Morgan, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson.

Mr. Timothy Piwowar requested the Board for a motion relating to the minor changes to the tuition rates and fees-for services presented as part of the budget and recommended by Dr. Scott.

On a motion made by Dr. Michael Flanagan and seconded by Mr. Brad Morgan, a quorum being present, it was voted:

VOTED: That the Board of Directors accepts and approves the tuition rates and fees-for-services for member districts for Fiscal Year 2021 as presented; and requests that the Treasurer certify and transmit the tuition rates and fees-for-services for Fiscal Year 2021 to each member district by no later than February 1, 2020.

The vote was 8-0. Yes: Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Mr. Brad Morgan, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson.

On a motion made by Mr. Everett Olsen and seconded by Dr. Michael Flanagan, a quorum being present, it was voted:

VOTED: That the Board of Directors accepts and approves the assessment of surcharges on tuition rates and fees-for-services on non-member districts based on each student enrolled from a non-member district for Fiscal Year 2021 as presented and recommended by the Executive Director; and authorizes the Executive Director to publish the non-member district tuition rates and fees-for services for Fiscal Year 2021.

The vote was 8-0. Yes: Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Mr. Brad Morgan, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson.

Fiscal Year 2019 Review

Dr. Chris Scott reviewed with the Board and the Stakeholders in attendance the 2019 Audit results and the 2019 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 summarizing the Collaborative's financial operations. Dr. Scott explained that the 2019 audit was finding free. Dr. Scott explained that the 2019 Audit results

are shared with the DESE, Massachusetts State Auditors Office and others. There was no further discussion.

Presentations

Jennifer Bergeron and Heather Mackay, Co-Principals 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 Kate Poulin, Assistant Director of Valley Adult Services Program, 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 commented on the high quality of the presentations and their demonstrated commitment to each respective program.

Communications

Dr. Scott directed the Board to the communications contained within the Board materials. There was no further discussion.

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

VOTED: To adjourn the Board meeting.

The vote was 8-0. Yes: Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Jay Lang, Mr. Brad Morgan, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson.

Mr. Timothy Piwowar adjourned the Collaborative Board Meeting at 11:25 a.m.

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

- School Year 2019-2020 Electronic Board Binder for Annual Stakeholders' Meeting, January 16, 2020

Respectfully Submitted,



Mr. Timothy Piwowar, Chairman

Dated: 6/15/2020