

**Valley Collaborative Board of Directors
General Session Meeting Minutes
April 6, 2020
1:03 p.m. – 1:55 p.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, Mr. Steven Stone

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

Also Present: Thomas Lent, Marathas Barrow Weatherhead Lent LLP

Call to Order: Mr. Timothy Piwowar, Chairman, convened the Collaborative Board Meeting at 1:03 p.m.

Mr. Piwowar stated for the record that the meeting is being held remotely via Zoom webinar.

Mr. Piwowar and Dr. Chris Scott welcomed all in attendance.

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. Everett Olsen and seconded by Dr. Michael Flanagan, a quorum of voters being present, it was voted by roll call vote:

VOTED: To approve the General Session Meeting Minutes for the Board of Directors dated December January 16, 2020.

The vote was 7-0-1. Yes: Mr. Everett Olsen, Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson. Mr. Steven Stone abstained. [Mr. Brad Morgan was absent for the vote]

Financial Update

Executive Director's Report

Dr. Scott directed the Board to her financial update memo contained within the Board meeting materials. Dr. Scott reviewed the revenues, expenses, budget and enrollment through February 29, 2020. Dr. Scott explained that historically, the fourth quarter is the Collaborative's strongest

and that despite the COVID-19 restrictions and measures, she anticipates that the quarter will be strong but for different reasons.

She indicated that enrollment is less as compared to the end of March 2019. She further offered that because of COVID-19 and the closures of schools, the Collaborative does not anticipate its normal increase in enrollment over the remainder of the School Year. Further, the Collaborative received guidance from the DDS that it should anticipate only 80% of the average contract billing from November 2019 through January 2020 for the remainder of the fiscal year, which is anticipated to be an adult service revenue reduction of \$300,000. The Collaborative was trending higher than budgeted prior to the school closures and, therefore, it is anticipated that the revenue will be only \$200,000 less than budgeted.

Dr. Scott explained that as a result of the school closures, it is anticipated that the operating expenses will be substantially less than originally forecasted. Dr. Scott explained that the current projection is for a net operating surplus in the amount of \$619,155. She further explained that consistent with the DESE recommendations regarding budget review throughout the fiscal year, she is proposing the Board transfer \$200,000 to the Capital Reserve Fund, and she also recommended an initial vote to distribute surplus funds to the member districts. Dr. Scott stated that the surplus funds were an estimate and, therefore, additional surplus funds may be available at the end of the fiscal year and after audit.

The Board discussed.

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

VOTED: That the Board of Directors agrees to amend the FY 2020 Budget to approve and authorize the deposit of \$200,000 into the Collaborative's Capital Reserve Fund; and authorizes the Executive Director, Treasurer and the Chairman to execute all necessary documents to effectuate the deposit of such amounts into the Capital Reserve Fund.

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

[Mr. Brad Morgan joined the meeting remotely at 1:16 p.m. and was acknowledged by Chairman Piwowar as present]

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

VOTED: That the Board of Directors hereby authorizes the distribution of \$500,000 in surplus funds to its member districts based on the

methodology previously agreed upon by the Board, specifically an allocation based on the FY2020 tuitions payments to the Collaborative, with such distribution being in the form of either a tuition credit to the member district school committee or cash payment to the member district town, as to be determined by the respective member district.

The vote was 9-0. Yes: Mr. Everett Olsen, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan

[Mr. Everett Olsen left the meeting at 1:20 p.m.]

Treasurer's Report

Ms. Heidi Kriger, the Collaborative Treasurer, provided the Board with her report which covered the months through February 2020. 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. Steven Stone and seconded by Mr. Everett Olsen, a quorum of voters being present, it was voted by roll call vote:

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 Piwowar, Mr. Steven Stone, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan
[Mr. Everett Olsen was absent for the vote]

[Mr. Everett Olsen rejoined the meeting at 1:25 p.m.]

Academic Calendar with Board Meeting Dates for the 2020-2021 School Year

The Collaborative Agreement provides that the Board shall, prior to the commencement of any school year, post its regularly scheduled meetings for the following school year on the Collaborative website. The Board reviewed the proposed dates provided by the Executive Director.

On a motion made by Dr. Michael Flanagan and seconded by Mr. Christopher Malone, a quorum of voters being present, it was voted by roll call vote:

VOTED: That the Board of Directors approve the academic calendar and the Board meeting dates for the 2020-2021 School Year as presented, and authorizes the Executive Director to post such dates on the Collaborative website.

The vote was 9-0. Yes: Mr. Everett Olsen, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan.

MRC/DDS Program Lease Agreement – Authorization to Award Bid and Finalize Lease

Dr. Scott directed the Board to her memorandum within the Board materials that reviewed the procurement process for office space to accommodate the adult services programs with the Massachusetts Rehabilitation Commission and Department of Developmental Services. Dr. Scott explained that there was only one (1) proposal in response to the Collaborative's request for proposal, which the Collaborative issued on two separate occasions. Dr. Scott indicated that overall the Collaborative was pleased with this proposal as it generally meets the needs of the Collaborative. She seeks to finalize the details within a lease agreement. The Board discussed.

On a motion made by Mr. Christopher Malone and seconded by Mr. Everett Olsen, a quorum of voters being present, it was voted by roll call vote:

VOTED: That the Board of Directors authorizes the Executive Director, to approve, finalize and deliver, on behalf of the Board of Directors, a lease agreement for space for the Adult Services Program with SVN Parsons Commercial Group, Inc., under the substantive terms and conditions, including rental rates up to \$20 per square foot, presented at this meeting, and further authorizes the Executive Director to execute such lease agreement on behalf of the Board of Directors.

The vote was 9-0. Yes: Mr. Everett Olsen, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan.

MEC Personnel File Update

Dr. Scott and counsel directed the Board to the memorandum within the Board materials that provided an update with the status of the fourteen (14) boxes of records received from MEC as well as a thumb drive that contained copies in digital format. The Collaborative sought Board approval to destroy the documents in their paper format. The Board discussed.

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

VOTED: That the Board authorizes the destruction of the fourteen boxes of paper records in their physical format.

The vote was 9-0. Yes: Mr. Everett Olsen, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan.

Human Resources Policies and Procedures Manual

Dr. Scott directed the Board to the policy, procedures and practice manual within the Board materials that provided guidelines and established procedures to be used within the Collaborative's Human Resources Department. She explained that the Collaborative had worked with ADP on the manual so that there was some formal procedure document to be used and referenced within the Department. The Board discussed.

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

VOTED: That the Board of Directors approves the revised Human Resources Policies and Procedures Manual in the substantive form presented at this meeting.

The vote was 9-0. Yes: Mr. Everett Olsen, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan.

Finance Policies and Procedures Manual

Dr. Scott directed the Board to the policy, procedures and practice manual within the Board materials that provided guidelines and established procedures to be used within the Collaborative's Finance Department. She explained that, similar to the Human Resources manual, the Collaborative had worked with ADP on the manual so that there was some formal procedure document to be used and referenced within the Department. The Board discussed.

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

VOTED: That the Board of Directors approves the revised Finance Policies and Procedures Manual in the substantive form presented at this meeting.

The vote was 9-0. Yes: Mr. Everett Olsen, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan.

Student Remote Learning Plan

Dr. Scott and the Board reviewed the Student Remote Learning Plan contained within the Board materials.

Communications

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

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

VOTED: To adjourn the Board meeting.

The vote was 9-0. Yes: Mr. Everett Olsen, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. Michael Flanagan, Dr. Jay Lang, Dr. Denise Pigeon, Mr. Christopher Malone, Dr. Laura Chesson, Mr. Brad Morgan.

Mr. Timothy Piwowar adjourned the Collaborative Board Meeting at 1:55 p.m.

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

- School Year 2019-2020 Electronic Board Binder for Annual Stakeholders' Meeting, April 6, 2020

Respectfully Submitted,



Mr. Timothy Piwowar, Chairman

Dated: 6/15/2020