

**Valley Collaborative Board of Directors
General Session Meeting Minutes
October 21, 2021
10:00 a.m. – 11:59 a.m.
25 Linnell Circle, Billerica, MA**

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

Board Members Absent: Mr. Steven Stone

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

Also Present: Daniel Schaffner, Fritz & DeGuglielmo, LLC; Thomas Lent, Marathas Barrow Weatherhead Lent LLP, Parker E. Elmore and Francis Fraine, Odyssey Advisors, Inc.; Paulajo Gaines, Education Collaborative Coordinator, Department of Elementary and Secondary Education

Call to Order: Mr. Timothy Piwowar, Chairman, convened the Collaborative Board Meeting at 10:00 a.m.

Mr. Timothy Piwowar and Dr. Scott welcomed all in attendance. Dr. Scott introduced and welcomed Paulajo Gaines from the Department of Elementary and Secondary Education and Parker E. Elmore and Francis Fraine from Odyssey Advisors, Inc., who were attending the Board meeting via Zoom.

Approval of Minutes

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

On a motion made by Dr. Michael Flanagan 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 September 16, 2021.

The vote was 7-0-1. Yes: Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Brad Morgan, Dr. Denise Pigeon, Mr. Christopher Malone; Dr. Christopher Chew, Dr. Jay Lang. Dr. Laura Chesson abstained.

On a motion made by Dr. Michael Flanagan 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 October 6, 2021.

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

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

VOTED: To approve the Executive Session Meeting Minutes for the Board of Directors dated October 6, 2021.

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

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 approve the General Session Meeting Minutes for the Executive Committee of the Board of Directors dated September 15, 2021.

The vote of the Executive Committee was 4-0. Yes: Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Denise Pigeon, Dr. Jay Lang.

Making a Difference Awards

Dr. Scott introduced the Students and Staff Members of the month, who were acknowledged by the Board.

Financial Update

Actuarial Valuation Report

Dr. Scott introduced Parker E. Elmore from Odyssey Advisors, Inc. to present his firm's findings and conclusions contained within the Actuarial Valuation Report of the Collaborative's OPEB Trust, a copy of which was contained within the Board Binders. Mr. Elmore reviewed the Report including the liabilities and assets of the OPEB Trust. The Board reviewed. There was no further discussion.

Fiscal Year 2021 Audit

Dr. Scott introduced Daniel Schaffner from Fritz & DeGuglielmo, LLC, the Collaborative's independent certified auditors. Mr. Schaffner summarized and provided a general presentation of the audited financial statements of the Collaborative for the year ended June 30, 2021. He stated that his firm has provided an unqualified opinion on the financial statements, and indicated that the audit went very well and considered it a "clean audit" with no findings of weakness or noncompliance. The Board acknowledged Chris Scott and the Collaborative Leadership team on this accomplishment given the challenges presented in 2020-2021 with Covid-19.

Mr. Schaffner reviewed the financial statements with the Board. He indicated that the Collaborative was within guidelines set forth by Chapter 40, Section 4E and its regulations, as well as compliance with regulations promulgated by the Massachusetts Operational Services Division that relate to the MRC and DDS programs at the Collaborative. He stated that, given the clean audit for fiscal year 2021, no management letter would be issued.

Mr. Schaffner reviewed with the Board the Uniform Financial Statement, which would be filed with the Massachusetts Operational Services Division. Mr. Schaffner reviewed with the Board the Collaborative's cumulative general fund surplus, and reviewed the calculations for the Collaborative's audited expenses. He noted that as of June 30, 2021, the Collaborative's Cumulative General Fund Surplus was \$5,266,193.

He and the Board reviewed the prepared document entitled "Valley Collaborative Summary of Financial Activity for the year ended June 30, 2021", which provided an analysis of the Collaborative's finances as well as a comparative, summary analysis.

Dr. Scott recognized the continued efforts made by Collaborative staff to achieve a clean audit and sound financial position. Mr. Piwowar and the Board thanked Mr. Schaffner and the Collaborative staff. There was no further discussion.

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

VOTED: That the Board of Directors approves and accepts the Uniform Financial Statements and Independent Auditor's Report for Fiscal Year 2021 and the Financial Statements for Fiscal Year ending June 30, 2021 as presented (and subject to the Board vote regarding the Cumulative Surplus Funds), including the representations of management and the expression of opinions made by Fritz DeGuglielmo within the Financial Statements, Schedules and Independent Auditor's Report.

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

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

VOTED: That the Board of Directors authorizes the Board Chairman and Executive Director to execute necessary signatures and file the UFR and related documentation with the Massachusetts Operational Services Division and to take any other necessary action with respect to the UFR and related documentation on behalf of the Collaborative.

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

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

VOTED: That the Board of Directors, having reviewed the Financial Statements and Independent Auditor's Report for Fiscal Year 2021 recognizes the Collaborative's Cumulative General Fund Surplus as of June 30, 2020 as \$5,266,193.

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

Cumulative Surplus Funds

The Board, Dr. Scott and Ms. Gaines had an extensive discussion regarding DESE's guidance as to Cumulative Surplus Funds in excess of the regulatory limit of 25% of the audited fund expenditures. The Board reviewed the guidance and the Collaborative's Amended Articles of Agreement. Mr. Thomas Lent further commented on the guidance and the Collaborative's Articles of Amendment. The Board discussed options to fund the OPEB Trust or return surplus funds to member districts, noting that it had returned surplus funds in the amount of \$2,600,000 in Fiscal Year 2021 by prior votes.

On a motion made by Dr. Denise Pigeon and seconded by Mr. Brad Morgan, a quorum of voters being present, it was voted:

VOTED: That the Board of Directors approves and authorizes the deposit of \$1,140,580 into the OPEB Trust with such deposit funds from the

Collaborative's Cumulative General Surplus from Fiscal Year ending June 30, 2021.

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

Executive Director's Report

Dr. Scott directed the Board to the financial update memo contained within the Board meeting materials. Dr. Scott reviewed the revenues, expenses, budget and enrollment. There was no further discussion.

Executive Director Evaluation

Mr. Timothy Piwowar reminded the Board that it is required to annually evaluate the Executive Director's performance and effectiveness in implementing the programs, policies and goals of the Collaborative, and acknowledged and appreciated the patience and additional time for the evaluation this year. Mr. Piwowar referenced the completed evaluation of Dr. Scott, reading certain excerpts from the exemplary performance review for Dr. Scott. The Board expressed their collective gratitude for the continued exemplary work completed at the Collaborative by both Dr. Scott and the Collaborative staff and employees. Dr. Scott acknowledged the Collaborative staff and employees too.

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

VOTED: That the Board of Directors accepts the evaluation of the Collaborative Executive Director, Dr. Chris A. Scott, as presented at this meeting, and requests that a copy of the written evaluation be finalized and filed within the Executive Director's file maintained at the Collaborative.

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

Covid19 Update

Dr. Scott introduced the Collaborative's Head Nurse, Jessica Scalzi, who provide the Board an update with Covid19 protocols, policies and student and staff matters. There was no further discussion.

Communications

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

The Senior Leadership Team members presented Valley Program updates for the Elementary School, Alternative and Transitional Programming for the Middle School and Transitional High School, and Adult Services, respectively. There was no further discussion.

Dr. Scott provided the Board with an update regarding MOEC's compensation analysis and annual report. There was no further discussion.

[Dr. Laura Chesson left the Board meeting at 11:25 a.m.]

Executive Session

Mr. Timothy Piwowar requested a motion to enter into Executive Session to prepare for negotiations with nonunion Collaborative personnel relating to compensation and benefits. Mr. Piwowar stated that having these preparation discussions in an open session may be detrimental to the Collaborative's negotiating positions. He further stated for the record that the Board will reconvene in open General Session at the end of this Executive Session only for the purposes to adjourn.

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

VOTED: To enter into Executive Session to conduct strategy sessions in preparation for negotiations with nonunion Collaborative personnel

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

The Board entered into Executive Session at 11:29 a.m.

The Board returned to General Session at 11:58 a.m.

On a motion made by Dr. Michael Flanagan and seconded by Mr. Brad Morgan, 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. Brad Morgan, Dr. Denise Pigeon, Mr. Christopher Malone; Dr. Christopher Chew, Dr. Jay Lang, Dr. Laura Chesson.

Mr. Timothy Piwowar adjourned the Collaborative Board Meeting at 11:59 a.m.

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

- School Year 2021-2022 Electronic Board Binder, October 21, 2021

Respectfully Submitted,



Mr. Timothy Piwowar, Chairman

Dated: 11/18/2021