Valley Collaborative Board of Directors
General Session Meeting Minutes
June 6, 2019
10:03 a.m. – 11:52 a.m.
25 Linnell Circle, Billerica, MA

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

Board Members Absent: Mr. Steven Stone, Mr. Christopher Malone

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

Also Present: Mr. 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. Timothy Piwowar and Dr. Chris Scott welcomed all in attendance to the Collaborative's year end meeting. Dr. Scott introduced guests in attendance.

[Dr. Jay Lang arrived at 10:05 a.m.]

Dr. Scott introduced the performances of the elementary and middle/high school students in attendance.

[Mr. Everett Olsen arrived at 10:13 a.m.]

Financial Update – Valley by the Numbers

Dr. Chris Scott presented to the Board her annual Valley by the Numbers, which included analytical review, fun facts, achievements and survey results. A copy of her PowerPoint presentation was included within the Board materials.

Making a Difference Awards

Dr. Scott and the Collaborative Senior Leadership team introduced the Students, Adult and Staff of the Month. The Board acknowledged their respective contributions and achievements.

The Board also recognized those employees retiring from the Collaborative and thanked them for their contributions and service to the Collaborative.

Dr. Scott and Mr. Everett Olsen presented the "Everett V. Olsen Award", which recognizes the Collaborative student with the highest academic honors.

Dr. Scott and Dr. Anthony Bent presented Kari Morin the "Dr. Anthony Bent Leadership Award", which recognizes and acknowledges the leadership and contributions of a Collaborative staff member.

Dr. Scott presented the "Community Leader" award to Robert George of the Massachusetts Teachers' Retirement System.

Dr. Scott recognized the Westford Public Schools as a significant partner of the Collaborative. Mr. Everett Olsen accepted the award on behalf of Westford.

Valley Collaborative Selected as Winner of Best DDS Promotional Video

Dr. Scott introduced Ms. Kelly Lawless and Ms. Cindy O'Donnell from the Department of Developmental Services, who recognized the Collaborative's selection as the winner of the best DDS promotional video in the Commonwealth.

Approval of Minutes

Mr. Timothy Piwowar asked for motions relating to the available meeting minutes.

On a motion made by Mr. Everett Olsen 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 Board of Directors dated April 12, 2019.

The vote was 4-0-3. Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Jay Lang and Dr. Denise Pigeon voted yes. Dr. Laura Chesson, Mr. Brad Morgan and Mr. Everett Olsen abstained.

On a motion made by Mr. Everett Olsen 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 May 2, 2019.

The vote was 3-0-4. Mr. Timothy Piwowar, Mr. Everett Olsen and Dr. Jay Lang voted yes. Dr. Michael Flanagan, Dr. Denise Pigeon, Dr. Laura Chesson and Mr. Brad Morgan abstained.

On a motion made by Mr. Everett Olsen 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 May 8, 2019.

The vote was 3-0-4. Mr. Timothy Piwowar, Mr. Everett Olsen and Dr. Jay Lang voted yes. Dr. Michael Flanagan, Dr. Denise Pigeon, Dr. Laura Chesson and Mr. Brad Morgan abstained.

On a motion made by Mr. Everett Olsen 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 Board of Directors dated May 9, 2019.

The vote was 4-0-3. Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Jay Lang and Mr. Everett Olsen voted yes. Dr. Laura Chesson, Mr. Brad Morgan and Dr. Denise Pigeon abstained.

Board Governance 2018-2019

Elect Board Chairperson and other Board Positions

Mr. Timothy Piwowar referenced the Collaborative Agreement that provides that the Board shall, annually during the final scheduled meeting of the school year, organize itself by electing a Chairperson and any other Board positions deemed appropriate by the Board. In addition, the Chairperson, with the majority vote of the Board, may appoint such committees and subcommittees of the Board. The Board discussed candidates for Chairperson.

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 elects Mr. Timothy Piwowar as the Chairperson of the Board of Directors for the 2019-2020 School Year.

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Laura Chesson, Mr. Everett Olsen, Mr. Brad Morgan, Dr. Denise Pigeon and Dr. Jay Lang voted yes.

Appoint/Re-appoint Committee Members

On a motion duly 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 the appointment of Mr. Timothy Piwowar, Dr. Jay Lang, Dr. Michael Flanagan and Mr. Everett Olsen as Members of Executive Committee for the Board of Directors for the 2019-2020 School Year.

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Laura Chesson, Mr. Everett Olsen, Dr. Denise Pigeon, Mr. Brad Morgan and Dr. Jay Lang voted yes.

Treasurer's Report

Ms. Heidi Kriger, the Collaborative Treasurer, provided the Board with her report. Ms. Kriger provided a verbal summary of her report, including available balances, transfers, withdrawals, OPEB trust amounts, interest income and ending balances. A written summary report was contained within the Board materials.

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 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 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Dr. Laura Chesson, Mr. Brad Morgan and Dr. Jay Lang voted yes.

Treasurer Evaluation/Contract

Mr. Timothy Piwowar stated that the Board is required to annually evaluate the Treasurer's performance and effectiveness. Mr. Timothy Piwowar referenced Ms. Kriger's completed evaluation as "exemplary". There was no further discussion.

On a motion made by Mr. Everett Olsen 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 Treasurer, Ms. Heidi Kriger, and requests that a copy of the written evaluation be filed within the Treasurer's file maintained at the Collaborative.

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Dr. Laura Chesson, Mr. Brad Morgan and Dr. Jay Lang voted yes.

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 authorizes the Chairman, to finalize and execute an agreement by and between the Collaborative and Ms. Heidi Kriger, as its Treasurer, for the 2019-2020 School Year with the term of the agreement to be July 1, 2019 through June 30, 2020.

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Dr. Laura Chesson, Mr. Brad Morgan and Dr. Jay Lang voted yes.

Financial Update Continued

Dr. Chris Scott presented to the Board the Collaborative's Quarterly Financial Update and Year End Projection. Dr. Scott reviewed the Collaborative's anticipated revenues and expenses as compared to the Fiscal 2019 budget. Dr. Scott reviewed enrollment figures from member and non-member districts. Dr. Scott reviewed the material factors that impacted the Budget and requested a motion to amend the Fiscal 2019 Budget. Mr. Timothy Piwowar acknowledged the Collaborative's efforts this year with the variables and difficult decisions presented this School Year as reviewed throughout the year and summarized during the meeting. The Board had no further questions.

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

VOTED: That the Board of Directors agrees to amend the FY 2019 Budget, including an amended Operating Expense Budget in the amount of $19,268,250 as presented and recommended by the Executive Director.

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Dr. Laura Chesson, Mr. Brad Morgan and Dr. Jay Lang voted yes.

Distribution of Surplus Funds to Member Districts

The Collaborative agreement and collaborative regulations provide that the Board shall vote annually to determine whether cumulative surplus funds will be retained by the Collaborative or whether all or some percentage of such funds will be distributed to the member districts or credited to support programs and services offered to member districts. Further, in the event that an amount of cumulative surplus funds is to be distributed or credited to the member districts, each member district's share will be apportioned in accordance to its tuition payments to the Collaborative for the previous fiscal year. Dr. Chris Scott and the Board discussed the Collaborative's current finances and cumulative surplus funds. Dr. Scott informed the Board that the Collaborative's independent auditors and internal accountant each had reviewed the calculations with respect to the surplus funds. Mr. Timothy Piwowar stated that the surplus funds were an estimate and would be finalized after the fiscal year audit. A further discussion was held.

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

Voted: **That the Board of Directors hereby authorizes the distribution of $500,000 in surplus funds to its member districts based on the percentages and methodology discussed at this meeting, specifically an allocation based on the FY2019 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 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Dr. Laura Chesson, Mr. Brad Morgan and Dr. Jay Lang voted yes.

Executive Director Evaluation

Mr. Timothy Piwowar stated that the Board is required to annually evaluate the Executive Director's performance and effectiveness in implementing the programs, policies and goals of the Collaborative. 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 but both Dr. Scott and the Collaborative staff and employees.

On a motion made by Mr. Everett Olsen 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 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Dr. Laura Chesson, Mr. Brad Morgan and Dr. Jay Lang voted yes.

Business Manager (Accountant)

Mr. Timothy Piwowar stated that under the Collaborative Agreement the Board is required to annually evaluate the performance and effectiveness of its business manager. Mr. Piwowar referenced the completed evaluation of Mr. Jim George as "exemplary". The Board discussed.

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

VOTED: **That the Board of Directors accepts the evaluation of the Collaborative Accountant as presented at this meeting, and requests that a copy of the written evaluation be finalized and filed within his file maintained at the Collaborative.**

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Mr. Brad Morgan, Dr. Laura Chesson and Dr. Jay Lang voted yes.

Tyngsborough Lease Amendment

Dr. Scott, Mr. Flanagan and the Collaborative's counsel directed the Board to the lease amendment to the lease agreement with the Town of Tyngsborough and Tyngsborough School Committee. The amendment memorialized the changes to the capital improvement funding amounts and schedule, and the extended term at the agreed upon reduced rent amounts. The lease amendment had been approved by Tyngsborough. There was no further discussion.

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

VOTED: **That the Board of Directors authorizes the Board Chair to finalize, approve and deliver, on behalf of the Board of Directors, a lease amendment to the lease agreement with Tyngsborough, under the substantive terms and conditions, including capital improvement funding, presented at this meeting, and further authorizes the Board Chair to execute such lease amendment on behalf of the Board of Directors.**

The vote was 6-0-1. Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Denise Pigeon, Mr. Brad Morgan, Dr. Laura Chesson and Dr. Jay Lang voted yes. Dr. Michael Flanagan abstained.

Approval of 2019-2020 Employee Handbook

Dr. Scott and counsel presented the revised employee handbook. There was no further discussion.

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

VOTED: **That the Board of Directors approves the revised Employee Handbook in the substantive form presented at this meeting.**

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Mr. Brad Morgan, Dr. Laura Chesson and Dr. Jay Lang voted yes.

Approval of 2018-2019 Student Handbook

Dr. Scott and counsel informed the Board that there were no substantive revisions to the Collaborative student handbook.

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

VOTED: That the Board of Directors approves the Student and Family Handbook in the substantive form presented at this meeting.

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Mr. Everett Olsen, Dr. Denise Pigeon, Mr. Brad Morgan, Dr. Laura Chesson and Dr. Jay Lang voted yes.

Miscellaneous

Mr. Timothy Piwowar informed the Board that the Valley Collaborative District Five Year Improvement Plan Update with Lori Likis would be continued to the Board's meeting in September 2019.

Dr. Scott provided the Board with an update to the extracurricular fundraising efforts, which had raised approximately $8,000 to date.

Dr. Scott referred the Board to the Board materials which contained several communications received since the last Board meeting.

Dr. Scott and the Board thanked all for a wonderful school year and wished everyone a happy and safe summer.

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

VOTED: To adjourn the Board meeting.

The vote was 7-0. Mr. Timothy Piwowar, Dr. Michael Flanagan, Dr. Laura Chesson, Mr. Everett Olsen, Dr. Denise Pigeon, Mr. Brad Morgan and Dr. Jay Lang voted yes.

Mr. Timothy Piwowar adjourned the Collaborative Board Meeting at 11:52 a.m.

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

- School Year 2018-2019 Electronic Board Binder for June 6, 2019 Meeting

Respectfully Submitted,

Mr. Timothy Piwowar, Chairman
Dated: 9/19/2019