Valley Collaborative Board of Directors
General Session Meeting Minutes
October 24, 2024
10:06 a.m. –11:36 a.m.
11 Executive Park Drive, N. Billerica, Massachusetts

Board Members Present: Dr. Jay Lang, Dr. Denise Pigeon, Dr. Michael Flanagan, Dr. Kerry Clery, Mr. Brad Morgan, Dr. Christopher Chew

Board Members Absent: Ms. Brenda Theriault-Regan, Mr. Steven Stone, Dr. Geoff Bruno

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

Also Present: Thomas Lent, Barrow Weatherhead Lent LLP

Call to Order: Dr. Jay Lang, Chairman, convened the Collaborative Board Meeting at 10:06 a.m. and requested that the record indicate that Mr. Brad Morgan was participating in the Board Meeting remotely. Dr. Lang conducted roll call attendance of all Board Members.

Approval of Minutes

Dr. Jay Lang 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. Michael Flanagan and seconded by Dr. Kerry Clery, 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 September 12, 2024.**

The roll call vote was 5-0-1. Yes: Dr. Jay Lang, Dr. Michael Flanagan, Dr. Kerry Clery, Mr. Brad Morgan, Dr. Christopher Chew. Abstained: Dr. Denise Pigeon.

Making a Difference Awards

Dr. Scott presented the remaining "Making A Difference Awards" to community leaders, students, and staff.

Financial Update

Executive Director's Report

Dr. Scott welcomed the Board and provided a summary of the first months of the 2024-2025 School Year.

Dr. Scott directed the Board to the financial update memo contained within the Board meeting materials, which was prepared with the assistance of the Collaborative's Accountant/Business Manager, Mr. James George. Dr. Scott reviewed the revenues, expenses, assets, budget status and student enrollment. Dr. Scott reviewed the OPEB Trust funding status. She reviewed additional expenses incurred during the start of the School Year and corresponding revenues. She also reviewed the projected cumulative surplus fund calculation, which remain subject to the currently ongoing audit. She reviewed the financial trends, projections, expenses and revenues, and thus recommended and requested from the Board an amendment to the Fiscal Year 2025 Budget, to address the amended revenues and expenses. The Board discussed.

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

VOTED: That the Board of Directors approves the amendment of the Fiscal Year 2025 Operating Budget, with an expense budget in the amount of $26,537,718, as presented and recommended by the Executive Director and certified by the Treasurer.

The roll call vote was 6-0. Yes: Dr. Jay Lang, Dr. Michael Flanagan, Dr. Kerry Clery, Mr. Brad Morgan, Dr. Christopher Chew, Dr. Denise Pigeon.

Treasurer's Report

Ms. Heidi Kriger, the Collaborative Treasurer, provided the Board with her report which covered the months August and September 2024. Ms. Kriger provided a verbal summary of her report, including available balances, transfers, withdrawals, interest income and ending balances. A written summary report was contained within the Board materials. Ms. Kriger reviewed the current funding levels of the surplus fund amounts the OPEB Trust. There was no further discussion.

On a motion made by Dr. Michael Flanagan and seconded by Dr. Kerry Clery, 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 maintained at the Collaborative

The roll call vote was 6-0. Yes: Dr. Jay Lang, Dr. Michael Flanagan, Dr. Kerry Clery,

Mr. Brad Morgan, Dr. Christopher Chew, Dr. Denise Pigeon.

Post-Retirement Health Care Plan – Program Documents and Policies

Dr. Scott directed the Board to the memo contained within the Board meeting materials, which was prepared with the assistance of the Collaborative's legal counsel, Thomas E. Lent. Generally, in a recent review of the Plan documents and communications with Kathryn Cannie, Senior Manager, Public Agency Retirement Services, it was recommended that the Collaborative clarify the definition of "Eligible Employee" and specifically adopt a definition that provides that an "Eligible Employee" is an individual employed with Valley Collaborative on or after July 1, 2015, who is fifty-five (55) years of age or older and who has provided a minimum of ten (10) years of service to Valley Collaborative. The Board discussed and agreed to revisit related issues and questions further at a future hearing.

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

VOTED: **That the Board of Directors adopts and amends the Collaborative's applicable policies to clarify the definition of "Eligible Employee" under the Public Agencies Post-Retirement Health Care Plan, and pursuant to the Master Plan Document, together with provisions of the Adoption Agreement, as amended, so that the term "Eligible Employee" shall be defined as an individual (i) employed with Valley Collaborative on or after July 1, 2015, (ii) who is fifty-five (55) years of age or older, and (iii) who has provided a minimum of ten (10) years of service to Valley Collaborative.**

The roll call vote was 6-0. Yes: Dr. Jay Lang, Dr. Michael Flanagan, Dr. Kerry Clery, Mr. Brad Morgan, Dr. Christopher Chew, Dr. Denise Pigeon.

Valley Program Updates

Dr. Scott introduced separately Heather Mackay, Nicole Noska, Nick LeClair and Matthew Gentile, each of whom provided the Board with an update regarding their respective schools and/or programs. There was no further discussion.

Communications

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

Executive Session

Dr. Lang requested a motion to enter into Executive Session to consider the exchange and/or value of real property located at 0 Suburban Park, Billerica, Massachusetts. Dr. Lang stated for

the record that having these discussions in an open session may be detrimental to the Collaborative's negotiating position. Dr. Lang stated that the Board will reconvene in open General Session at the end of the Executive Session for only the purpose of adjournment.

On a motion made by Dr. Denise Pigeon and seconded by Dr. Christopher Chew, a quorum of voters being present, it was voted by roll call vote:

VOTED: To enter into executive session to consider the exchange and/or value of real property located at 0 Suburban Park, Billerica, Massachusetts.

The roll call vote was 6-0. Yes: Dr. Jay Lang, Dr. Michael Flanagan, Dr. Kerry Clery, Mr. Brad Morgan, Dr. Christopher Chew, Dr. Denise Pigeon.

The Board entered into Executive Session at 11:06 a.m.

The Board returned to General Session at 11:36 a.m.

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

VOTED: To adjourn the Board meeting.

The roll call vote was 6-0. Yes: Dr. Jay Lang, Dr. Michael Flanagan, Dr. Kerry Clery, Mr. Brad Morgan, Dr. Christopher Chew, Dr. Denise Pigeon.

Dr. Jay Lang adjourned the Collaborative Board Meeting at 11:36 a.m.

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

- School Year 2024-2025 Electronic Board Binder Board Meeting, October 24, 2024

Respectfully Submitted,

Jay Lang

Dr. Jay Lang, Chairman
Dated: 1-9-2025