

Old Sturbridge Academy Charter Public School

Meeting Minutes

Meeting Date: July 20, 2017

APPROVED BY BOARD: OCTOBER 27, 2017

Members present: Reed Hillman, Christine Tieri, Richard McGrath, Pamela Boisvert, Jasmin Rivas, Daniel Soucy, Louis Fazen

Members absent: Keith Blanchette, Daniel Pear

In Attendance: Jim Donahue, Tina Krasnecky, James Connally

Order of Business

1. 5:15 PM Public Access 1
2. 5:20 PM Approval of minutes of June 15, 2017
3. 5:25 PM Welcome and approval of potential new Board Member Louis Fazen
4. 5:35 PM Sub-committee updates
5. 6:00 PM Discussion and vote to approve the Management Contract with Old Sturbridge Village
6. 6:30 PM Discussion and vote to approve the Determination of a Unique Property Acquisition with respect to the school's lease
7. 6:45 PM Public Access 2
8. 6:50 PM Adjournment

Mr. Hillman called the meeting to order at 5:15 PM.

Agenda items may be taken out of order.

Public Access 1: No comments.

Mr. Hillman commented that public comments during the Public Comment period should be limited to two minutes per comment.

Approval of minutes of June 15, 2017

Mr. Hillman entertained a motion for approval.

MOTION: Mr. McGrath made the motion for approval.

SECONDED: Ms. Rivas seconded the motion for approval.

VOTE: All in favor.

Welcome and Approval of Potential New Board Member Louis Fazen

Mr. Hillman introduced Mr. Fazen, a retired pediatrician and former Chairman of the Southboro Board of Health. Mr. Hillman asked Mr. Fazen if he would like to make comments before the Board.

Mr. Fazen stated that he has been working with children for many years in the community. Now that he has retired, he is excited to have the opportunity to once again promote child health and education. He thanked the Board for their consideration.

Mr. Hillman entertained a motion for Mr. Fazen's appointment to the Board pending DESE approval.

MOTION: Ms. Tieri made the motion for approval.

SECONDED: Mr. Soucy seconded the motion for approval.

VOTE: All in favor.

Sub-committee updates

Mr. Hillman asked if there were updates from the Governance Committee.

Ms. Tieri stated that the committee has reviewed the Executive Director annual evaluation review form, and that they would like to add a few points that tie into the agreements. Mr. Donahue added that they also discussed things that should be done as good practices. Examples include having teachers involved with the Board, getting the Board involved with the Academy, and recommending presentations to the Board from strategic partners such as EL. Other examples are adding more formative evaluations and linking the evaluation to documents such as the management contract with Old Sturbridge Village.

Ms. Tieri stated that the proposed structure of the Executive Director evaluation format is intentionally similar to that of the CEO evaluation format at Old Sturbridge Village to streamline the process. Mr. Hillman asked how the Governance Committee plans on presenting findings to the Board.

Mr. Donahue stated that the updates would be typed and submitted electronically to the board unless there was a preferred format.

Mr. Hillman inquired about any updates from the Finance Committee.

Mr. McGrath responded that they have yet to meet.

Discussion and vote to approve the Management Contract with Old Sturbridge Village

Mr. Donahue stated that he gives a lot of credit to both Mr. Hillman and Ms. Krasnecky for the final contract. The three of them believed that, with the legal assistance of Mr. Madaus, they have balanced the input of Old Sturbridge Village with the needs of Old Sturbridge Academy. Mr. Donahue indicated that the new draft is currently being reviewed by DESE, and asked if the Board would still like to approve the contract, pending DESE's recommendations.

Ms. Krasnecky said that she would like to walk through the changes made to the Management Contract from June 20th.

- Section 1 discusses the added definition of a related party Old Sturbridge Village.
- Section 3.2 outlines that the contract is trying to protect Old Sturbridge Academy from possible parties related to OSV. That Old Sturbridge Village must gain the approval of the Board for any contract that is proposed to be awarded to a related party of Old Sturbridge Village.
- Section 4 discusses the duties of Old Sturbridge Village to Old Sturbridge Academy.
 - 4.1.14 has been revised to ensure that at least one Academy employee attain the MCPPO certification. Ms. Krasnecky currently holds the certification.

- 4.6 has added language to require Old Sturbridge Village to provide an inventory tracking system to protect assets of the Academy. Please note that the provision is under section 4.8, in “equipment.”
- 4.10 has added language to make the acceptance of conditional gifts or donations subject to the Board’s approval.
- 4.11 revised language adds clarity around the Board’s involvement in the selection of the Executive Director if the position is vacated during the term of agreement. It was also clarified that the CEO of Old Sturbridge Village is not necessarily the Executive Director of Old Sturbridge Academy. Mr. Donahue added that these revisions allow Old Sturbridge Academy to approve the appointment of the Executive Director.
- Section 5.7 the sentence was added “Based upon this annual review, Old Sturbridge Village will recommend to the Board that a) the Executive Director continues in the role for another year or b) another Executive Director be appointed.” This is consistent with section 4.11. Mr. McGrath asked what sort of time frame this reflects. Ms. Boisvert stated that the Academy should be able to remove its Executive Director quickly if necessary. Mr. Donahue agreed that the option for a quick response and action should be available. Mr. Pear states that this is reflected in the Executive Director evaluation. Mr. Donahue suggested that a Data Committee should form and meet quarterly, with the directors attending.
- Section 6.6 Language was strengthened in regard to additional privacy protection of families in regards to Old Sturbridge Village employees. Additionally, section 7.6 was removed as it was more confusing than helpful.
- Section 9.3 indemnifying Old Sturbridge Village has been removed as the Academy attorney explained that it is not possible for the school, as a public entity, to provide this indemnification.
- Section 10.1 (a) (vi) language was changed to provide that the Board may terminate the agreement if the Executive Director’s performance is deemed unsatisfactory by a 2/3 vote of the Board.
- Section 10.1 (a) (x) language was added to allow for the termination by Board if the Board determines that Old Sturbridge Village’s services are failing to adhere to or failing to maintain compliance with the Board’s obligations.
- Section 11.2 languages were changed based on legal recommendation to remove binding arbitration. Old Sturbridge Village is willing to accept this change.

Ms. Tieri inquired where the Academy attorney is from. Mr. Donahue stated that the attorney is from the law offices of Mirick O’Connell.

DESE currently is evaluating the agreement and will return with comments around Tuesday of next week.

Mr. McGrath asked if, on the first page of the agreement, we need a written notice to renew, or if renewal will happen automatically. Mr. Hillman stated it will happen automatically, pending revisions. Mr. Hillman added that we went through the agreement with the attorney and that he is satisfied with the document. Typically, the attorney charges \$450 per hour of his services, but that he agreed to charge the Academy \$300 per hour for this review.

Mr. Hillman entertained a motion to approve the Management Contract with Old Sturbridge Inc. subject to DESE's approval and any technical changes.

MOTION: Ms. Rivas made the motion for approval.

SECONDED: Mr. Soucy seconded the motion for approval.

VOTE: All in favor.

Ms. Boisvert asked if DESE would approve by August 1st.

Mr. Fazen asked if there will be a vote every five years on the Agreement.

Mr. Donahue added that DESE will share feedback on the Agreement.

Mr. Fazen stated that we should be aware before the five years arrive if the Agreement is working

Mr. Donahue responded that yes, and that we will be putting together data points which will be a part of the Accountability Plan.

Ms. Rivas asked that if we are confident that DESE will be satisfied.

Mr. Donahue responded that he believes so.

Discussion and vote to approve the Determination of a Unique Property Acquisition with respect to the school's lease.

Mr. Hillman introduced the discussion and vote.

Mr. Donahue indicated that the lease of the school building will exceed \$35,000 a year and that the mission of the Academy is only satisfied by having the building at the Village. Given this the proposed lease satisfies the definition of a "unique property lease." The attorney drafted this motion that this property is a unique property, which waives the requirement for the school to advertise their need for space. The notice needs to be in place for 30 days; if there are no objections made it will go into effect on August 20th.

Mr. Hillman entertained a motion to approve the determination of a Unique Property acquisition with respect to the school's lease.

MOTION: Mr. McGrath made the motion for approval.

SECONDED: Mr. Soucy seconded the motion for approval.

VOTE: All in favor.

Mr. Donahue requested one to two additional Board Meetings before the first day of school on August 30th. Operations are running very smoothly, the teachers are bonding well and are excited. They will be arriving August 1st then will begin their home visits. The buildings will be in place by Tuesday, then

furniture, landscaping, and equipment will follow. August 30th is the first day of school; children will arrive between 7:30-7:50, have breakfast, then a school photo. Classes will begin while parents and Board members enjoy breakfast at the Oliver Wight Tavern.

Public Access 2: There were no comments.

Mr. Hillman entertained a motion to adjourn.

MOTION: Mr. McGrath made the motion for approval.

SECONDED: Ms. Tieri seconded the motion for approval.

VOTE: All in favor.

Meeting adjourned at 6:50 PM

Respectfully submitted,

Daniel J. Pear

Secretary, Board of Trustees

Documents in meeting package:

Management Services Agreement-Summary of major revisions since June 20th DRAFT

OSACPS Board of Trustees Agenda, July 20th

OSACPS Meeting Minutes