



**Old Sturbridge Academy Charter Public School
Minutes of the Governance Committee**

Approved October 28, 2021

Meeting Date: Thursday, September 9, 2021
Time: 1:00 p.m.
Location: Zoom Video Conference
Members present: Pamela Boisvert, Vivian Brooks, Linda Denault, Richard McGrath, Jessica Miller
Members absent: None
Staff present: James Donahue (joined 1:06 pm), Sarah Parks, Jasmin Rivas

Order of Business:

Public Access 1 on Docketed Items*

1. Approval of minutes – June 10 and June 24, 2021.....Pamela Boisvert
 - Motion: Approve the minutes of the June 10, 2021 Governance Committee meeting.
 - Motion: Approve the minutes of the June 24, 2021 Governance Committee meeting.
2. Discussion of Trustee Self-Survey results.....Pamela Boisvert
 - Motion: Approve the 2020-2021 Trustee Self-Survey results.
3. Discuss strategic plan goals and Board committees.....Pamela Boisvert
 - Motion: Approve changes to the Board committee structure.
 - Role of Executive Oversight Committee
4. New/Other Business

Public Access 2*

Adjournment

Documents and Exhibits:

- Trustee Summary and Survey Results, 2021 vs. 2020
- Committee Ratification 2021

Ms. Boisvert called the meeting to order at 1:01 p.m.

Ms. Boisvert conducted a roll call of the Committee. Quorum was established.

Ms. Boisvert welcomed everyone to the 2021-2022 Governance Committee and thanked everyone for their willingness to continue on this Committee. Ms. Boisvert stated that it was a critical role and that there was lots ahead of them. Ms. Boisvert stated that it would be a great year.

*Public Access 1 on Docketed Items**

Ms. Boisvert asked if there were any comments from members of the public. There were none.

1. Approval of minutes – June 10 and June 24, 2021.....Pamela Boisvert

- Motion: Approve the minutes of the June 10, 2021 Governance Committee meeting.
- Motion: Approve the minutes of the June 24, 2021 Governance Committee meeting.

Ms. Boisvert asked if there were any errors or omissions in the minutes of the June 10, 2021 meeting of the Governance Committee. There were none.

Motion: Dr. Denault moved to approve the minutes of the June 10, 2021 Governance Committee meeting.

Second: Ms. Brooks seconded the motion.

Ms. Boisvert conducted a roll call of the Committee.

Vote: All in favor.

Ms. Boisvert asked if there were any errors or omissions in the minutes of the June 24, 2021 meeting of the Governance Committee. There were none.

Motion: Dr. Denault moved to approve the minutes of the June 10, 2021 Governance Committee meeting.

Second: Mr. McGrath seconded the motion.

Ms. Boisvert conducted a roll call of the Committee

Vote:

Dr. Denault: Yes.

Ms. Miller: Abstained.

Mr. McGrath: Yes.

Ms. Brooks: Yes.

Motion passed.

2. *Discussion of Trustee Self-Survey results*.....Pamela Boisvert

- Motion: Approve the 2020-2021 Trustee Self-Survey results.

Ms. Brooks reviewed the results of the annual Trustee Self-Survey. The Committee had 7 of 10 Trustees who responded. The goal moving forward would be full participation. Ms. Brooks highlighted the following results:

Q1. Improved over last year.

Q2. Improved over last year.

Q3. Most Trustees chose to join the Board because they are committed to the mission. Scores were similar last year.

Q4. Everyone seems to be spending more time on Board work than during the previous year. This speaks to the commitment of the Board and the projects it took on last year.

Q5 & 6. The Board's opinion is that it is fulfilling its responsibilities; it scored the maximum on its evaluation of fulfilling its fiduciary responsibilities. Mr. McGrath noted that the score on orientation and Board training is relatively low. Ms. Brooks commented that it will be addressed through the Strategic Plan.

Q7. The lower scores may inform the Governance Committee and Board as it looks to recruit new Trustees and Committee members. Potential skills to seek out include PR skills, fundraising and grant writing (though the Board has discussed that these skills are really handled by the Village through the MSA), technology and IT skills, legal skills, health and wellness, marketing skills, non-profit, social work skills, reputation management skills. Other responses include organization, management and finance skills; and accounting and finance skills. Ms. Rivas suggested adding HR/DEIA skills to the list.

Q8: See discussion of Q5 & 6.

Q9: 100% Outstanding score on communication.

Q10: Frequency and duration of meetings are appropriate.

Q11: The majority of Trustees feel their skills are extremely or very well suited to the Board. There is room to improve moving forward.

Q12: This question on awareness of the specific goals and objectives of each Committee showed the most significant improvement since last year. It reflects the work done on the Strategic Plan.

Q13: Only 7 of 10 current Trustees responded to the survey and two others recently left the Board, which may explain the apparently skewed results of this question. The percentage serving on Academic Excellence appears low considering the mission. The Governance Committee might want to consider working on evening out the number of members of each Committee so they are more balanced. Dr. Denault and Ms. Miller, who serve on the Academic Excellence Committee, agreed. Mr. McGrath suggested reducing the relative representation on the Governance Committee. Mr. Donahue noted that the Academic Excellence Committee was formed much later in the life of the school than Governance and Finance and could be seeing a slow ramp-up in membership. Mr. McGrath said he would like everyone to serve on at least two committees.

Q14: Topics raised included expansion and replication and the potential to shift meetings to after work.

Q15: There is room to improve in reading and learning about the work of other charter schools and cultural institutions.

Q16: Video conferencing has been an effective meeting tool.

Q17: There is need to think about meeting duration and timing and consider people's work schedules.

Q18: The size of the Board appears to be appropriate at the moment. The Board should consider new members going forward as it changes and grow.

Q19: Top responses for the targeted recruitment of new Trustees: marketing skills, knowledge of local community, education and training, governance skills.

Ms. Brooks stated that she prepared an executive summary of the survey and could submit it to the full Board.

Motion: Mr. McGrath moved to approve the 2020-2021 trustee survey results to be presented to the full Board at its next meeting.

Second: Ms. Miller seconded the motion.

Ms. Boisvert conducted a roll call of the Committee.

Vote: All in favor.

3. *Discuss strategic plan goals and Board committees*.....Pamela Boisvert

- Motion: Approve changes to the Board committee structure.
- Role of Executive Oversight Committee

Ms. Boisvert said the discussion would begin with the role of the Executive Oversight Committee.

Ms. Brooks shared the set of Committees outlined in the Strategic Plan as it was approved in June: Governance (would assume the roles of Executive Oversight); Academic Excellence; Finance (also Sustainability, Revitalization & Growth); Institutional Distinction, Dissemination & Replication; Community & Culture. The Governance Committee will vote today to ratify these changes. The Committee's next steps will be to recommend and secure Committee chairs, invite members to join Committees that match their skills, and have individual Committees review their general responsibilities for integration into revised bylaws.

Ms. Boisvert said that prior to the Plan's approval, there was a discussion of Governance assuming the roles of Executive Oversight. Ms. Boisvert noted that the Executive Oversight Committee might be a misnomer, as Governance and the entire Board provide oversight. Organizations typically have an Executive Committee made of elected officers. Ms. Boisvert suggested retaining an Executive Committee to make a decision quickly or in a crisis situation.

Dr. Denault agreed with Ms. Boisvert.

Mr. McGrath suggested that an Executive Committee could assist in developing the agenda for the monthly board meeting.

Ms. Miller asked if the Executive Committee would meet regularly or on an as-needed basis. Mr. McGrath stated his preference for regular meetings.

Mr. Donahue shared that he would suggest caution in establishing a regular meeting of the Executive Committee, which would be subject to open meeting law and could only conduct executive session in specific situations. He noted that the Village's Executive Committee meets only in crisis situations. The Board cannot discuss substantive discussion over email.

Ms. Boisvert proposed that the Board include an Executive Committee and, going forward, could flesh out nuances of how it functions.

Motion: Dr. Denault moved to modify the Committee structure articulated in the Strategic Plan to create an Executive Committee composed of the four elected officers of the Board.

Second: Mr. McGrath seconded the motion.

Ms. Boisvert conducted a roll call of the Committee.

Vote: All in favor.

4. New/Other Business

Ms. Boisvert noted that the Committee currently meets the second Thursday of the month. She asked the members to let Ms. Parks know if the recurring time works for the members.

*Public Access 2**

NONE.

Adjournment

Motion to Adjourn.

Motion: Ms. Miller moved to adjourn the meeting.

Second: Dr. Denault seconded the motion.

Vote: All in favor.

The meeting adjourned at 2:06 p.m.