



Old Sturbridge Academy Charter Public School  
Minutes of the Governance Committee

DRAFT

**Meeting Date:** Tuesday, November 23, 2021  
**Time:** 1:00 p.m.  
**Location:** Zoom Video Conference  
**Members present:** Pamela Boisvert, Vivian Brooks, Richard McGrath, Jessica Miller  
**Members absent:** James Korman  
**Staff present:** Jim Donahue, Alex McConnon

**Order of Business:**

Public Access 1 on Docketed Items\*

1. Approval of minutes – October 28, 2021.....Pamela Boisvert
  - **Motion: Approve the minutes of the October 28, 2021 Governance Committee meeting.**
2. Process for Identification/Selection of new Board members (cont'd).....Pamela Boisvert
3. Process for Identification/Selection of new Committee members .....Pamela Boisvert
4. On boarding process for Board and Committee members .....Pamela Boisvert
5. Gov. Comm. Primary Responsibilities in accordance w Strategic Plan .....Pamela Boisvert
6. New/Other Business

Public Access 2\*

Adjournment

**Documents and Exhibits:**

- Draft Minutes of October 28, 2021
- PowerPoint slide of Governance Committee suggestions
- Draft Nomination Process for Potential OSA Board of Trustees Members

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

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

*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 – October 28, 2021*

**Motion:** Ms. Brooks moved to approve the minutes of the October 28, 2021 Governance Committee meeting.

**Second:** Ms. Miller seconded the motion.

All in favor (James Korman absent)

**Motion passed.**

2. *Process for Identification/ Selection of new Board members (cont'd)*

Ms. Boisvert incorporated comments from the October 28, 2021 meeting.

Ms. Boisvert referred to the draft document “Nomination Process for OSA Potential Board Members” and said she changed the word “respectful” to “professional” in the last goal “Treats all candidates in a thoughtful and respectful manner”.

Ms. Boisvert reviewed the section titled “Steps in the Nomination Process” and asked for discussion on Step #1. Ms. Brooks suggested that the word “past” should come out of the second to last paragraph which read “(Please note – non-board members wishing to move on to the recruitment stage must enlist the support for the potential trustee of a *past* or present board member to sponsor moving the nomination forward.)” Ms. Boisvert confirmed the change.

Mr. McGrath referred to the part that read “Any person wishing to identify a potential trustee MUST first discuss the appropriateness of that individual with the Board Chair, Gov. Chair, and/or CEO before taking any further steps” in Step #1 and said he is reluctant to request a resume at the beginning of identifying a potential trustee and asked how the committee could put that process together. Ms. Boisvert said it would start with the prospect form which would include brief background information (but not a full resume.) This would then go to the Governance Committee for discussion with the nominator.

Ms. Boisvert reviewed the section titled “Screening/Review Process” and asked for discussion on Step #2. Ms. Brooks said she is not in favor of a potential Trustee writing a letter. She thinks a potential trustee should meet with at least two (CEO, Board Chair, Governance Chair) to ensure there is a diverse point of view.

Ms. Brooks noted editing a matrix for the section that read “Side Notes: Not necessarily to be part of the official nomination process” Ms. Boisvert clarified that the nominee would not know they are being considered when the Prospect Form is submitted. Ms. Brooks said if the committee asks a potential nominee for a resume, they will or will not express their interest. Mr. Donahue shared Old Sturbridge Village’s (OSV) process. OSV’s process is a lunch with a prospective Trustee with a few members of the Governance Committee and Mr. Donahue. A recommendation is then made or not to the Governance Committee. The Governance Committee is aware that the lunch is taking place.

Ms. Boisvert suggested adding questions like “Why do you want to join the OSA Board?” to make it more user friendly for interested community members. Ms. Boisvert asked the committee if they

liked the idea of having a sponsor for potential trustees and the committee confirmed. Ms. Miller asked how the committee ensures that a sponsor knows what their responsibilities are. Ms. Boisvert said an outline, similar to a very simple job description, can be created.

Mr. McGrath asked if the wording would be changed in the sentence that read “The potential trustee meets in person with at least one (or preferably all) of the above, and other trustees as requested;” Ms. Boisvert confirmed that it would be changed to at least two.” Mr. Donahue suggested that it be required for the Board chair to be involved in this process but stated that the other chairs would be welcome, also.

Ms. Boisvert said if the Governance Committee makes a recommendation to the Board but the Board does not approve, it ends there; however, if there is no vote taken on an individual but more information is needed, it goes back to the Governance Committee and they bring it back to the Board. Ms. Brooks discussed the importance of having these templates and creating a system of checks and balances and Ms. Boisvert confirmed.

Ms. Boisvert reviewed the section titled “Nomination to the Full Board” and asked for discussion on Step #3. Everyone agreed on the first paragraph.

### *3. Process for Identification/ Selection of New Committee Members*

Ms. Boisvert moved onto the draft document titled “Nomination Process for Committee Members” and read the “Process for board members joining committees”. Ms. Boisvert stated that a request to join a committee can come from the board member themselves, or a member of the Governance committee. Ms. Brooks suggested putting in a number to achieve a quorum. Ms. Boisvert confirmed and said the goal is to have at least three Board members on each committee. Mr. McGrath confirmed and suggested expanding the Board equal to at least three serving on a committee so that it would not be overwhelming with the number of meetings each person is required to attend. Ms. Boisvert confirmed, and said it is also important to ensure that a committee membership be a majority of board members and a minority of community members.

Mr. Donahue asked if the Governance committee has the final say before it goes to the Board. Ms. Boisvert confirmed and said the way that the bylaws were initially written is that the Board chair appoints Board members to committees. Per Ms. Boisvert, a practice was developed of reviewing appointments with the Governance committee to get input. Ms. Boisvert will check to see if an amendment to the bylaws is required.

Ms. Boisvert moved onto the section titled “Process for community members joining committees” and suggested diversity should be a priority for every Board. Ms. Boisvert said the individual committee chair. The Board Chair, and Governance Committee Chair will determine the need and skill sets for committee members. Ms. Boisvert highlighted the importance of encouraging people to look at their networks and to create a list of prospects. Ms. Brooks said there may be instances where the Committee/Governance Committee Chairs would be complimented by a senior level person like Mr. Donahue, and suggested listing an “Executive” as someone who could meet with prospects.

4. *On-boarding process for Board and Committee members*

Ms. Boisvert suggested this is different for the two groups: Board (Trustee) members and non-Board committee members. Per Ms. Boisvert, the onboarding of a new Trustee is the responsibility of the Governance Committee and school administration. The sponsor for the new Trustee might also choose to be part of that process. Mr. Donahue said Alex McConnon would coordinate all this information and ensure it is available digitally and could work with the Board Chair to have an orientation process. Per Mr. Donahue, this should be a function of the management contract.

Ms. Boisvert moved onto the “Orientation Sessions” section of the draft document and said a Board of Trustees manual would be created. Ms. Boisvert read the details on the contents of the manual. Ms. Boisvert said DESE guidelines could also be incorporated into this manual. Mr. McGrath asked if there should be a sign off that they reviewed this agreement. Ms. Boisvert confirmed. Ms. Miller asked if a new member of the Board is removed if they do not fulfill their Board expectations. Ms. Miller expressed concern that this could discourage an individual from being interested. Ms. Brooks agreed and said if someone misses three meetings, there could be a motion for that person to be removed from the Board but there would likely be a conversation with the Board/Committee chair before that happening, perhaps, for example, asking if a shift in meeting dates or times would be helpful. Ms. Boisvert said missing meetings as a Committee or Board member is something that needs to be addressed in the bylaws so expectations are clearly understood and any action taken is not seen as punitive.

Ms. Brooks said one of the goals on the OSA tracking form is to update the job descriptions to provide clarity of purpose. Ms. Brooks said the Board member job description will include regular attendance at board meetings and participation in committees. Ms. Brooks suggested not getting the Board approval process until the committee addresses other action items on the tracking sheet. Mr. McGrath asked for a system for tracking attendance at Board/Committee meetings. Ms. Brooks said Ms. McConnon has developed a spreadsheet.

Ms. Boisvert suggested the committee revisit the process at their next meeting in January to decide if they are ready to present the initial process for nominations to the Board and nominations to committee memberships. Everyone agreed. Ms. Miller asked if there could be a written document about expectations to review at the next meeting since the bylaws may need to be amended. Ms. Boisvert confirmed.

5. *Gov. Comm. Primary Responsibilities in accordance w Strategic Plan*

Ms. Boisvert said everything was well covered in the PowerPoint slide that she reviewed. The committee agreed and there were no changes.

6. *New/Other Business*

Mr. McGrath noted that Amy Herman sent her resignation to the Board. Mr. Donahue said in the way the bylaws were written, it says that the faculty representative sits for a one year term that can be renewed. Per Mr. Donahue, Ms. Herman has renewed but now feels it is time to give someone else a chance to serve on the Board. Mr. Donahue stated that it is a challenge to serve for one year and then be renewed and suggested that the expectation should be that the faculty representative assumes a three year term. Mr. McGrath noted the importance of stating that the faculty representative is employed by OSA in order to maintain Board status. Mr. Donahue confirmed and said if they left the staff, they would have to be elected to a community seat. Ms. Brooks suggested that it should also list that they are also in good standing with OSA.

Ms. Brooks addressed the importance in ensuring that everyone at OSA is using the updated mission statement and vision. Mr. Donahue said the Communications team would need to make changes and updates to the website and he could meet with them about it. Ms. Brooks asked about committees utilizing new materials that are being used. Mr. Donahue expects to receive a report on the renewal in December with the findings on anything they think that OSA needs to address. Mr. Donahue hopes to focus on this at the January Board meeting and perhaps having a meeting with committee chairs to review the strategic plan and DESE feedback on the renewal. Per Mr. Donahue, OSA will learn if it can move forward with the amendment for the high school. Mr. McGrath confirmed. Mr. Donahue will also meet with Ms. DeTora, Ms. Tieri, and Ms. Freitas to discuss the use of the mission.

#### *Public Access 2*

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

#### *Adjournment*

Ms. Boisvert asked for a motion to adjourn.

**Motion:** Mr. McGrath moved to adjourn the meeting.

**Second:** Ms. Miller seconded the motion.

All in favor.

Ms. Boisvert adjourned the meeting at 2:28 p.m.