



Old Sturbridge Academy Charter Public School
Minutes of the Governance Committee

DRAFT

Meeting Date: Thursday, January 20, 2022
Time: 2:00 p.m.
Location: Zoom Video Conference
Members present: Pamela Boisvert, Vivian Brooks, James Korman, Richard McGrath, Jessica Miller
Members absent: None
Staff present: Jim Donahue, Alex McConnon, Jasmin Rivas

Order of Business:

Public Access 1 on Docketed Items*

1. Approval of minutes – November 23, 2021..... Pamela Boisvert
 - **Motion: Approve the minutes of the November 23, 2021 Governance Committee meeting**
2. Brief overview of Board meeting nomination process..... Pamela Boisvert
3. Review of bylaws pertinent to nomination process..... Pamela Boisvert
4. Review of Governance Committee strategic planning goals..... Pamela Boisvert
5. New/Other Business

Public Access 2*

Adjournment

Documents and Exhibits:

- Draft Minutes of November 23, 2021
- OSA Committee members Nominations Flow Chart
- OSA Trustee Nominations Flow Chart

Ms. Boisvert called the meeting to order at 2:02 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 – November 23, 2021*

Ms. Brooks asked that the first three lines be deleted on page two, paragraph #6 stating “*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.”* for clarification purposes.

Motion: Ms. Miller moved to approve the minutes of the November 23, 2021 Governance Committee meeting as amended.

Second: Ms. Brooks seconded the motion.

All in favor (Mr. Korman abstained)

Motion passed.

2. *Brief overview of Board meeting nomination process*

Ms. McConnon shared her screen of the “Committee Members Nomination Flow Chart”. The Committee looked at the “Identification” section first. Ms. Boisvert proposed that members of any committee could have input along with the committee Chair during the Identification process. Mr. Korman expressed concern with a member going “rogue” and asked if there is power in the Chair to not move forward with a nomination. Ms. Boisvert confirmed.

Mr. McGrath stated that the current bylaws say the Chairperson of the Board can nominate committee members/Chair members to each committee. Mr. Korman suggested there should be clarification if the Chair of a committee has the power to deny a nomination and said he would be in favor of different committee Chairs having the ability to veto a request on putting forward a name. Ms. Boisvert agreed.

Ms. Rivas asked if there are set numbers of participants for a committee. Ms. Boisvert said there should be at least two Board members on a committee, but there should always be more Board members than community members. Mr. Korman stated the importance in trusting the leadership of the committee Chair to maintain control and stability of the committee. Ms. Boisvert suggested a few sentences be added to address that concern in the narrative that goes along with the flow chart.

Ms. Brooks disagreed with denying a nomination at the identification stage. She looked under the “Recruitment” section and said the Governance committee had a conversation not to provide information to a nominee until there was internal discussion of interest. Ms. Boisvert confirmed saying the first piece of the “Recruitment” section happens before going to the nominee. Ms. Brooks suggested tweaking the process for clarity purposes.

Mr. Donahue said it is concerning from an equity standpoint to have one person dismiss something without discussion from other Board members and said the more hurdles created for people to join something, the less diversity there will be. Mr. Donahue suggested the “Identification” section be

revised to say the “Committee Chair, Board Chair, and CEO” and that they should all agree if a committee needs to be expanded. If they do not agree, it goes to the full Board for discussion.

Mr. Donahue looked at the “Recruitment” section and said if there should be an addition to the committee, the committee/Chair could make suggestions and/or the Board could generate names to the committee Chair. Mr. Donahue emphasized the importance of putting a process in place, discussing candidates, and deciding on a potential committee member with no guarantee that that potential member would be chosen.

Ms. Boisvert reviewed the “Screening/Review” section. Mr. Donahue asked how involved the committee Chair should be in screening/reviewing prospects for their committee. Mr. McGrath said it is essential that the committee Chair be involved in the process. Ms. Boisvert said she would add the committee Chair to that section. Ms. Brooks asked if committee members have voting power since they are not all necessarily Board members. Ms. Boisvert said it is her understanding that committee members have voting power on their committees and that was the purpose of ensuring that there are more Board members than committee members on a committee.

Ms. Brooks asked about quorums. Mr. Donahue said if the committees are staffed the way the Board envisioned, there will always be at least one more Board member than non-board members on each committee. Mr. McGrath said the bylaws need to be updated to reflect this. Mr. Donahue said there needs to be a clear definition on what a quorum means. Discussion ensued about quorums and voting power on committees.

Ms. Rivas suggested looking at how other charters write language into their bylaws and how DESE might react. Ms. Boisvert noted that it states in the bylaws that trustees do not vote new trustees in, rather they recommend new trustees to the Ed. Commissioner. Ms. Boisvert said the committee will continue this discussion and look at the trustee nomination flow chart at their next meeting.

3. Review of bylaws pertinent to nomination process

Ms. Boisvert pointed to articles 2, 3, and 5 in the Bylaws as sections that relate to the entire nomination process per the Governance committee and Executive Oversight committee. Ms. Boisvert said the bylaws still reflect the former committee names. Ms. Boisvert suggested reviewing the approved slides of committee members’ goals, to have Governance committee approve them, and then bring them to the Board for approval. From there, they can be integrated into the bylaws.

Mr. McGrath noted that the Board was waiting for the strategic plan to be put into place which would modify into the new bylaws and is holding on revisions until everything is put together. Discussion ensued about the process of revising the bylaws.

4. Review of Governance Committee strategic planning goals

Ms. Boisvert said the committee is right on schedule. The committee agreed.

Mr. Donahue left the meeting.

5. New/Other Business

Ms. Boisvert said she met with Mr. Donahue last week and asked him to put together a presentation of what the management contract looks like now and what it should look like going forward. She is hoping that the Governance committee will be able to review this in the spring.

Mr. McGrath noted that the committee should be hearing about the high school expansion this winter and it should be taken into consideration when looking at the contract.

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 3:08 p.m.