



Old Sturbridge Academy Charter Public School
Minutes of the Governance Committee

DRAFT

Meeting Date: Thursday, March 10, 2022
Time: 4:00 p.m.
Location: Zoom Video Conference
Members present: Pamela Boisvert, Vivian Brooks, Richard McGrath
Members absent: James Korman, Jessica Miller
Staff present: Jim Donahue, Alex McConnon, Jasmin Rivas
Others present: None

Order of Business:

Public Access 1 on Docketed Items*

1. Approval of minutes – February 10, 2022.....Pamela Boisvert
 - **Motion: Approve the minutes of the February 10, 2022 Governance Committee meeting.**
2. Process for Nominating and Appointing/Electing Board and Committee Members....Pamela Boisvert
3. Update on Management Contract Renewal.....Tina Krasnecky
4. New/Other Business

Public Access 2*

Adjournment

Documents and Exhibits:

- Draft Minutes of February 10, 2022
- Flow Chart Committee Members
- Flow Chart Trustees
- 2022-03-09_OSACPS Board Terms

Ms. Boisvert called the meeting to order at 3:59 p.m.

Ms. McConnon 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 – February 10, 2022*

Ms. Boisvert asked to table this item to the end of the meeting. The committee agreed.

2. *Process for Nominating and Appointing/ Electing Board and Committee Members*

Ms. Boisvert began the discussion of the trustee nomination process by reviewing the term limits for the current Trustees, and when this new process will first be implemented. Three current Trustees are in the final months (June 30, 2022) of their terms. Jim Korman and Keith Blanchette are both eligible for another 3-year term. Ms. Boisvert said that she is completing her second 3-year term. Mr. Donahue said he will ask Mr. Blanchette for one more year as Treasurer.

Ms. Boisvert announced that unfortunately Jennifer Melendez has had to resign because of time constraints on her schedule. Mr. Donahue also expressed regret at Ms. Melendez' departure, and said he hopes that in the future there will be other roles at OSA whereby she may become re-engaged. He also said he will confirm with Ms. Parks and Ms. McConnon if an email resignation of a Trustee can be approved by DESE.

Ms. Boisvert reviewed the draft Trustees' nomination flow chart. Mr. McGrath suggested adding "Step 8: Final DESE approval" to the chart.

Mr. McGrath noted the matrix of recruitment in terms of the strategic plan and to look at all areas such as DEIA. Ms. Rivas said under Step 6 (meeting with the candidate) she and Human Resources (HR) developed questions that have been vetted through HR programs around cultural competency. Per Ms. Rivas, DEIA is prominent in the strategic plan and emphasized the importance in having someone coming in with a base of knowledge and exposure to working with underrepresented groups with existing knowledge of cultural competency. Mr. Donahue recommended that Ms. Rivas' suggestion go into the narrative instead of the flow chart.

Motion: Ms. Brooks requested a motion to approve the Trustee nomination process with an amendment offered by Mr. McGrath to add Step 8 which is that the Board makes a recommendation to DESE for final approval.

Second: Mr. McGrath seconded the motion.

All in favor (Mr. Korman and Ms. Miller absent)

Motion passed.

The committee began the discussion of the draft nomination process for committee members.

Ms. Boisvert explained that she contacted Lina Musayev of MPCSA and asked about engaging members of the community as committee members. Ms. Boisvert gave a summary of the responses to the questions from a survey that she shared about committee members and their roles.

Ms. Boisvert explained that she wanted to suggest changes to the original flow chart that had already been shared with the committee for a previous meeting, but not yet discussed due to time constraints. The original draft flow chart included two scenarios, A and B. Ms. Boisvert noted that Scenario A is a more simplified process and gives more authority to the Board chair than the other process would have done. Ms. Boisvert discussed Scenario A on the flow chart.

Mr. McGrath agreed with Scenario A and said in the bylaws, the Board chair has the right to appoint individuals to committees, whether they are from the Board of Trustees or a community member. Mr. McGrath said the final decision does belong with Board chairs so they can ensure they have a group of people who they feel will be most productive. If someone does not feel comfortable about a person or process, that can be discussed in the form of “new business” at the end of meeting and brought before the full Board for discussion. Per Mr. McGrath, this also gives the Board chair the opportunity to collaborate with the ED in terms of appointments.

Ms. Rivas noted that the process as presented only involves Board members in soliciting committee members and suggested the broader community of OSA stake holders could also be added. Mr. McGrath confirmed and Ms. Boisvert will add it to Step 1 and Step 2.

Ms. Rivas asked if the reasons not to accept someone should be connected to the matrix and if it was articulated. Mr. McGrath said it could be part of or outside of the matrix.

Mr. Donahue emphasized the importance in the chair having the authority for making decisions on committees. Mr. Donahue said in practice, the chair takes the input of the Governance committee, surveys the Board, and takes the input of the CEO. Mr. Donahue said the chair can appoint and remove committee members at will but Board chairs in the past have not done that. Mr. McGrath noted that it is the responsibility of a chair person to be as collaborative as possible.

Mr. Donahue said this process will expedite getting community members on committees faster. Mr. Donahue said it is the Governance committee’s role to not elect Trustees who could potentially be chair people that would abuse that power.

Motion: Ms. Brooks moved to approve the committee member draft nomination process which the Governance committee will bring to the Board with the addition in Step 1 to include community stakeholders.

Second: Mr. McGrath seconded the motion.

All in favor (Mr. Korman and Ms. Miller absent)

Motion passed.

3. Update on Management Contract Renewal

Mr. Donahue reviewed the document with Mirick, O'Connell and there has been tweaking of the language along with additional tweaks in which he and Ms. Krasnecky are trying to respond to for the concerns of the committee. Ms. Krasnecky will do a summary of the proposed change to the contract at the next meeting. Mirick, O'Connell recommends calling it a different name rather than a new contract.

4. *Approval of minutes – February 10, 2022*

Ms. Boisvert requested a motion to approve the minutes of the February 10, 2022 Governance Committee meeting.

Motion: Ms. Brooks moved to approve the minutes of the February 10, 2022 Governance Committee meeting as amended.

Second Mr. McGrath seconded the motion.

All in favor (Mr. Korman and Ms. Miller absent)

Motion passed.

5. *New/Other Business*

Due to time constraints Ms. Boisvert asked to hold this agenda item until the next meeting in April.

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. Brooks seconded the motion.

All in favor.

Ms. Boisvert adjourned the meeting at 4:46 p.m.