

Valley Collaborative Board of Directors
General Session Meeting Minutes
September 18, 2014
8:05 a.m. – 11:37 a.m.
40 Linnell Circle, Billerica, MA

Board Members Present: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers (arrived 8:15 a.m.)

Board Members Absent: Dr. Judith Klimkiewicz

Collaborative Representatives Present: Dr. Chris Scott, Executive Director; Mr. Curt Malonson, Director of Finance & Operations; Members of the Collaborative Senior Leadership Team

Also Present: Mr. Thomas Lent, Lurie, Lent & Friedman, LLP; Mr. Todd Hassett, Financial Advisory Associates, Inc.

Call to Order: Mr. Donald Ciampa, Chairman, convened the Board Meeting at 8:05 a.m.

Welcome

Mr. Ciampa welcomed the Board Members in attendance. He asked Dr. Scott to present the items to the Board.

Dr. Chris A. Scott welcomed the Board Members and Collaborative personnel in attendance. Dr. Scott requested that the Board consider its agenda items, and its review of the materials within the Board Binders, out of order. Mr. Donald Ciampa and the Board agreed.

Transition to College & Career Program

Dr. Scott presented her memo entitled "Chapter 688 and the Transition to College and Career Center", a copy of which was contained within the Board Binder. She recommended to the Board that the Collaborative create a Transition to College and Career Center to serve students who have earned their high school diploma but have it withheld, or have earned a certificate of high school completion, and/or are eligible for Chapter 688. Dr. Scott explained that the Center would provide wraparound transitional services for students including academics, vocational training, guidance counseling, social and emotional support, speech and language pathology, occupational therapy, physical therapy, academic tutoring, and City Connects. She also explained that the Collaborative would work with the school districts and the Department of Developmental Services, the Department of Mental Health, the Massachusetts Rehabilitation Commission, and other agencies. She summarized preliminary discussions with MRC representatives. The Board discussed at length.

On a motion made by Mr. Everett Olsen and seconded by Mr. Timothy Piwowar, a quorum of voters being present, it was voted:

VOTED: That this Valley Collaborative establish a Transition College and Career Center consistent with the proposal outlined at the meeting and contained within the Board Binder.

The vote was 8-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers

On a motion made by Dr. John O'Connor and seconded by Mr. Steven Stone, a quorum of voters being present, it was voted:

VOTED: That this Valley Collaborative establish a Pathway to College program consistent with the proposal outlined at the meeting and contained within the Board Binder.

The vote was 8-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers

Treasurer Contract

Dr. Scott explained to the Board that Ms. Heidi Kriger, Treasurer, had requested an increase in compensation of \$500 to an annual compensation amount of \$10,500. Mr. Donald Ciampa noted that given the Treasurer's favorable evaluations and the Board's appreciation for her continued good work as the Collaborative Treasurer, he recommends that the Board provide an increase of \$500 to Ms. Kriger's annual compensation as the Collaborative Treasurer. Mr. Everett Olsen asked about her historical compensation amounts, and it was noted that she had not received any increase in compensation during her position as Treasurer.

On a motion made by Mr. Everett Olsen and seconded by Ms. Joan Landers, a quorum of voters being present, it was voted:

Voted: That the Board of Directors for the Valley Collaborative authorizes an increase of \$500 to the Collaborative Treasurer's compensation for the 2014-2015 School Year, the annual compensation not to exceed \$10,500.

The vote was 8-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers

Mr. Steven Stone requested that the Board take the Agenda Item relating to the Town of Dracut out of order for the courtesy of the Dracut Town Representatives in attendance. Don Ciampa made the request to the Board. Mr. Steven Stone noted, however, that certain individuals had yet to arrive and withdrew his request.

Fiscal Year 2014 Financial Update

Dr. Scott summarized her financial update memo, a copy of which was within the Board Binder. She provided an overview of the financial position of the Collaborative and its programs. She invited Messrs. Todd Hassett and Curt Malonson to address the Board regarding the financial statements attached to her memorandum. They and the Board reviewed the Statement of Net Assets, Statements of Revenues, Expenses and Changes in Net Assets for the period ending June 30, 2014 (unaudited).

Mr. Timothy Piwovar asked about the source of the amounts listed under "Revenues" as "Other". Dr. Scott and Mr. Hassett explained that was from small business, student work and adult programs.

Dr. Scott indicated that she was seeking two (2) votes to assist in the business office operations. First, she indicated that it has been past practice that if a student is enrolled in a 180-day program, then the district pays the entire 180 days even if the students graduate the first week of June. She explained that during the remaining days there still remain overhead and other administrative costs associated with that student during the month of June. She noted that certain member districts only are paying until the graduation date, which she suggested deviates from the past practice. The Board discussed. Mr. Donald Ciampa equated it to a school district losing the senior class after graduation. Mr. Everett Olsen highlighted the Collaborative still had financial responsibilities through the end of the month, including overhead and administrative costs. Dr. Kristan Rodriguez requested more information about the financial impact on districts, and Dr. Scott responded by reviewing the contract procedure and the estimated financial impact on districts. Dr. O'Connor expressed his opinion that the Collaborative should collect the full 180 contracted amount. Dr. Frank Tiano requested that the policy be stated clearly in the contracts, and Dr. Scott indicated that it was within the contracts and would be clearly stated moving forward.

On a motion made by Dr. John O'Connor and seconded by Mr. Everett Olsen, a quorum of voters being present, it was voted:

Voted: That for FY '14 and beyond a Valley Collaborative Member District shall be responsible for the full tuition costs of the 180 day program, and that such contracted 180 day school year shall be considered to run through the month of June.

The vote was 8-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwovar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers

Dr. Scott summarized what she considered to be an auditing issue. She noted that there remains a collection issue with certain districts. She noted the improvements in collection efforts and the decrease in dollar amounts owed than in past years. She proposed, however, that at the end of the second and fourth quarter, the Collaborative will notify school districts

and in particular Superintendents of any invoice(s) that has not been paid. She further proposed that if there is a dispute regarding any invoice, then the school district Special Education Director/Superintendent will be provided the opportunity to present its reasons for dispute of any invoice to the Chairman of the Collaborative Board of Directors, and that the Chairman's decision will be final as far as the Collaborative is concerned. In the event the dispute relates to the Chairman's school district, a member of the Executive Committee may serve in that role.

On a motion made by Mr. Timothy Piwowar and seconded by Dr. Frank Tiano, a quorum of voters being present, it was voted:

Voted: That the Board of Directors for the Valley Collaborative adopt the dispute resolution procedure regarding Collaborative invoices as presented at this meeting, whereby a school district may present its dispute of any invoice to the Chairman, and the Chairman is authorized to issue a decision on any such dispute on behalf of the Board of Directors and the Collaborative; the Chairman's decision regarding the invoice dispute shall be final on behalf of the Collaborative.

The vote was 8-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers

Mr. Donald Ciampa and Dr. Chris Scott asked for a motion to recess so that the Board of Directors could attend the Ribbon Cutting Ceremony and Reception for the Collaborative's School Building. Mr. Donald Ciampa stated for the record that the Board of Directors would reconvene in open session after the ceremony's conclusion to continue with the remaining Agenda Items.

On a motion made by Dr. John O'Connor and seconded by Mr. Steven Stone, a quorum of voters being present, it was voted:

Voted: That the Board of Directors for the Valley Collaborative recess and reconvene after the Ribbon Cutting Ceremony to address the remaining items on the Agenda.

The vote was 8-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers

The Board of Directors entered recess at 8:45 a.m. to attend the Ribbon Cutting Ceremony.

The Board of Directors reconvened in the Board Room at 10:37 a.m.

Mr. Donald Ciampa asked for a motion to reconvene the Board of Directors meeting.

On a motion made by Mr. Timothy Piwowar and seconded by Mr. Everett Olsen, a quorum of voters being present, it was voted:

Voted: That the Board of Directors for the Valley Collaborative reconvene its Board Meeting.

The vote was 8-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers

Mr. Donald Ciampa, Chairman, reconvened the Board Meeting at 10:37 a.m.

Relocation of the Middle School Program from 77 Parker Avenue, Dracut, MA to 40 Linnell Circle, Billerica, MA

Mr. Donald Ciampa invited the representatives from Dracut and welcomed Ms. Alison Hughes (Member, Board of Selectmen), Dr. Michael McNamara (Chair, School Committee) and Mr. James Duggan (Town Manager).

Dr. Scott provided a historical summary of the lease for the Parker Avenue School in Dracut, MA. She provided the Board of Directors with a memo entitled "Relocation of the Middle School Program from 77 Parker Avenue, Dracut to 40 Linnell Circle, Billerica, MA". She and the Board reviewed the memorandum, including the rationale behind the proposed relocation, the projected economics of a relocation, the comparative student capacity, as well as certain issues with the current Dracut property that were promised and covered in the lease but have not been delivered. The example of an operable kitchen was provided.

Mr. Donald Ciampa acknowledged the impact that a relocation of the Middle School Program from Dracut to 40 Linnell Circle would result to the Town of Dracut and the Dracut Public Schools and, therefore, invited comment from the Dracut representatives.

Mr. Steven Stone indicated he would speak initially. He stated that he was not aware of the Collaborative's contemplation of vacating the lease for Parker Avenue. He stated that he believes the Collaborative wishes to vacate the lease for Parker Avenue School based on the Town of Dracut's recent discussions about the Collaborative being a "deadbeat tenant" and owing rent for a period of time in which the Collaborative was not in the building. He was sorry for the difficult time Dracut has given the Collaborative. Mr. Stone explained to the Board that the lease revenue will help the Dracut Public Schools. He offered to work with the Collaborative to provide it more space in the building.

Mr. James Duggan explained that he started his position as Town Manager in May 2014. He indicated that he only recently became aware of the difference of opinion in the rent issue between the Town of Dracut and the Collaborative. He acknowledged that the Town of Dracut had false expectations on the rent issue and that any issues with the lease moving forward will be dealt between him and Dr. Scott. He stated that he has had conversations with Mr. Steven Stone about the misunderstanding internally within Dracut about the Dracut Public School

administration no longer having control over the building, which he agrees is not true because the School administration does still have control.

Mr. James Duggan indicated that in his opinion the Dracut Public Schools should receive a portion of the rent for the building. He represented to the Collaborative Board of Directors that he has told Town Counsel and the Selectmen that any more communications about seeking to collect rent for December 2013 through February 2014 must stop.

Ms. Alison Hughes also represented to the Collaborative Board of Directors that she and the Board of Selectmen wish to work with the Collaborative moving forward. She explained the current makeup of the Town of Selectmen. Mr. Duggan represented that there will be no more inappropriate actions or comments about the Collaborative regarding the lease issues. He has the Town Selectmen's support.

Mr. Donald Ciampa inquired that based on the past actions how can the Collaborative be assured that it is in its best interest to remain within the Parker Avenue lease. He stated that while he appreciates the Town of Dracut representatives coming forward, he believes Mr. Steven Stone was put in a difficult spot, and the Collaborative Board of Directors needs to make sure that there is adequate space for its programs and students.

Mr. Olsen indicated that he understood the potential fiscal advantages for relocating the Middle School Program, which are set forth in Dr. Scott's memorandum, but requested additional information as to the programmatic advantages, if any. Dr. Scott provided an overview of the 40 Linnell Circle floor plan, the staff and employee benefits, the updated space and other potential benefits.

Dr. O'Connor expressed a willingness to have the Middle School Program remain at the Parker Avenue School so that it provides the Collaborative with as much flexibility as needed to expand, especially with the new suspension laws taking effect. Dr. O'Connor, however, wanted clarification from the Dracut representatives how they would prevent the recent "schenan'gans" from repeating. Ms. Hughes and Mr. Duggan each said they supported the Collaborative and acknowledged that the same mistakes would not be repeated.

Dr. Frank Tiano appreciated the Town of Dracut representatives attending the meeting. He specifically appreciated Mr. Duggan's presentation and representations. He stated that regardless of what happened in the past in the landlord-tenant relationship, the Collaborative was following a different blueprint than in the past, one with a more centralized location. He said he would like more time to review Dr. Scott's memo and consider the Town of Dracut's presentation.

Mr. Timothy Piwowar and Mr. Everett Olsen each agreed that the Board of Directors needed to consider the fiscal responsibilities but also the educational effectiveness of the program's locations. Mr. Timothy Piwowar offered that he believed bringing the programs under one roof made sense to his vision of the Collaborative.

Mr. Duggan indicated that he is concerned about how the termination of lease would affect the Dracut community and that Dracut needs the Collaborative to remain in the Town.

Mr. Donald Ciampa asked the Board how it would like to proceed. Mr. Everett Olsen proposed a delay on any decision to relocate the Middle School Program until the Board's October 23, 2014 meeting. He offered that the Board could use the time to review and consider the materials presented at this meeting. The Board expressed an agreement with that proposal.

On a motion made by Mr. Timothy Piwowar and seconded by Ms. Joan Landers, a quorum of voters being present, it was voted:

Voted: That the Board of Directors for the Valley Collaborative table its discussion and consideration of the proposed relocation of the Middle School Program from 77 Parker Avenue, Dracut, MA to 40 Linnell Circle, Billerica, MA until its next Board meeting currently scheduled for October 23, 2014.

The vote was 8-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez, Ms. Joan Landers

[Ms. Joan Landers left the meeting at 11:23 a.m.]

Approval of Meeting Minutes

Mr. Donald Ciampa requested the Board to review the General Session meeting minutes contained in the Board Binder and the Executive Session meeting minutes that had been distributed and which would be collected afterwards.

On a motion made by Dr. John O'Connor and seconded by Mr. Steven Stone, a quorum being present, it was voted:

VOTED: To approve the meeting minutes for the Board of Directors, General Session, June 5, 2014

The vote was 6-0-1. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen. Dr. Kristan Rodriguez abstained.

On a motion made by Mr. Everett Olsen and seconded by Mr. Timothy Piwowar, a quorum being present, it was voted:

VOTED: To approve the meeting minutes for the Board of Directors, Executive Session, June 5, 2014

The vote was 6-0-1. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Mr. Everett Olsen. Dr. Kristan Rodriguez abstained.

On a motion made by Mr. Timothy Piwowar and seconded by Mr. Everett Olsen, a quorum being present, it was voted:

VOTED: To approve the meeting minutes for the Board of Directors, General Session, July 10, 2014

The vote was 5-0-2. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez. Mr. Steven Stone and Dr. John O'Connor abstained.

On a motion made by Mr. Timothy Piwowar and seconded by Mr. Everett Olsen, a quorum being present, it was voted:

VOTED: To approve the meeting minutes for the Board of Directors, Executive Session, July 10, 2014

The vote was 5-0-2. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Timothy Piwowar, Mr. Everett Olsen, Dr. Kristan Rodriguez. Mr. Steven Stone and Dr. John O'Connor abstained.

On a motion made by Dr. John O'Connor and seconded by Mr. Everett Olsen, a quorum being present, it was voted:

VOTED: To approve the meeting minutes for the Executive Committee of the Board of Directors, General Session, August 27, 2014

The vote was 3-0. Yes: Mr. Donald Ciampa, Mr. Everett Olsen, Dr. John O'Connor.

On a motion made by Dr. John O'Connor and seconded by Mr. Everett Olsen, a quorum being present, it was voted:

VOTED: To approve the meeting minutes for the Executive Committee of the Board of Directors, Executive Session, August 27, 2014

The vote was 3-0. Yes: Mr. Donald Ciampa, Mr. Everett Olsen, Dr. John O'Connor.

Mr. Donald Ciampa announced to the Board that, as part of his duties as Chairperson, he had reviewed the approved but not yet released executive session meeting minutes. He indicated that he wanted to have the record reflect, consistent with the Open Meeting Law, that after speaking with counsel, he has authorized the release of the following meeting minutes, subject to the exemptions under the Public Records Law and the attorney-client doctrines:

Board of Directors' Executive Session Meeting Minutes to be released:

January 17, 2013

February 27, 2013

March 28, 2013
April 25, 2013
June 13, 2013
August 6, 2013
October 3, 2013

Mr. Donald Ciampa also stated that the following Board of Directors executive session meeting minutes would not yet be released because to do so would defeat the initial purpose for the executive session:

Board of Directors' Executive Session Meeting Minutes

August 11, 2011
December 2, 2011
September 20, 2012
November 15, 2012
December 10, 2012'
May 20, 2013
October 22, 2013
November 14, 2013
January 23, 2014
June 5, 2014
July 10, 2014

High School Schedule

Dr. Chris Scott reviewed with the Board the High School Schedule contained within the Board Binder. There was no discussion.

Federal Department of Labor Audit

Dr. Scott reviewed with the Board her memo regarding the Federal Department of Labor Audit. She summarized the DOL processes and preliminary findings. She explained the anticipated findings relating to work site documentation, and the DOL clarifications provided regarding the same. She has requested a letter from the DOL and will provide the Board with a copy upon receipt. There was no further discussion.

Communications

Dr. Scott reviewed with the Board the communications contained within the Board Binder. There was no discussion.

Executive Session

Mr. Donald Ciampa announced that there would be no need to enter into executive session. He asked if there were any other items to be presented to the Board of Directors and if hearing none requested a motion to adjourn.

On a motion made by Dr. John O'Connor and seconded by Mr. Steven Stone, a quorum of voters being present, it was voted:

VOTED: To adjourn the Board meeting.

The vote was 7-0-0. Yes: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwovar, Mr. Everett Olsen, Dr. Kristan Rodriguez,

Mr. Donald Ciampa adjourned the Collaborative Board Meeting at 11:37 a.m.

LIST OF DOCUMENTS USED, DISTRIBUTED AND REVIEWED AT THIS MEETING:

- School Year 2014-2015 Board Packet for September 18, 2014 Meeting
- Integrated PreKindergarten-Kindergarten Program
- Memorandum from Dr. Chris Scott dated September 18, 2014 entitled "Relocation of the Middle School Program from 77 Parker Avenue, Dracut to 40 Linnell Circle, Billerica"
- Corrected Page 2 of the Memorandum from Dr. Chris Scott entitled "FY'14 Financial Update" (Tab IV)

Respectfully Submitted,


Mr. Donald Ciampa, Chairman

Dated: 11/13/2014