

**Valley Collaborative Board of Directors
General Session Meeting Minutes
December 4, 2014
8:05 a.m. – 10:31 a.m.
40 Linnell Circle, Billerica, MA**

Board Members Present: Mr. Donald Ciampa, Dr. Frank Tiano, Mr. Steven Stone, Dr. John O'Connor, Dr. Judith Klimkiewicz, Mr. Timothy Piwowar, Ms. Joan Landers (remotely), Mr. Everett Olsen (arrived 8:55 a.m.)

Board Members Absent: Dr. Kristan Rodriguez

Collaborative Representatives Present: Dr. Chris Scott, Executive Director; Mr. Curt Malonson, Director of Finance & Operations; Ms. Joia Mercurio, District Services Coordinator; 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 Collaborative Board Meeting at 8:05 a.m.

Welcome

Mr. Donald Ciampa and Dr. Chris A. Scott welcomed the Board Members, Collaborative personnel and guests in attendance.

Mr. Ciampa recognized Ms. Joan Landers as being present at the Board meeting. Mr. Ciampa announced for the record that Ms. Landers would be participating remotely by speaker phone because her geographic location (on Cape Cod) made her physical presence at the meeting impossible. Mr. Ciampa requested that the meeting minutes reflect this information.

Mr. Donald Ciampa and Dr. Chris A. Scott requested that the Board consider its agenda items, and its review of the materials within the Board Binders, out of sequence as a courtesy to individuals in attendance and that Mr. Everett Olsen had been delayed. The Board agreed. Mr. Ciampa asked for a motion from the Board to authorize him to take the agenda items in an order he deemed appropriate given the individuals in attendance.

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

VOTED: That the Board of Directors shall take the agenda items for this Board meeting in an order that the Chairman deems appropriate given the schedules of those individuals in attendance.

The motion passed by a roll call vote of 7-0-0. *Dr. Frank Tiano: Yes, Mr. Steven Stone: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwovar: Yes, Dr. Judith Klimkiewicz: Yes, Ms. Joan Landers: Yes; Mr. Donald Ciampa: Yes.*

Professional Development Opportunities with EF Educational Tours

Mr. Ciampa and Dr. Scott introduced representatives from EF Educational Tours who made a brief presentation about global studies and potential curriculum.

Harvard Medical School – Boston College Partnership

Dr. Chris Scott explained a potential opportunity and relationship with medical institutions offering research studies. She explained that the institutions would provide information and reports about students who participated in the studies. The Board expressed some concern that the reports may conflict with established student IEPs and existing reports. Noting that there were other avenues for student and families to participate in such studies, coupled with these concerns, Dr. Scott agreed that she would not further pursue the potential relationship.

District Outreach Meetings

Dr. Scott introduced the Collaborative's District Service Coordinator, Ms. Joia Mercurio, and Coordinator of Therapeutic Services and Assessments, Ms. Kari Morrin. Ms. Mercurio and Ms. Morrin provided a PowerPoint presentation (copies in the Board Binder) regarding their recent district outreach meetings. The Board provided feedback and proposed edits to the questionnaire forms.

[Dr. Judith Klimkiewicz had left the meeting during the presentation to take a phone call at 8:45 a.m.]

Approval of Meeting Minutes

Mr. Donald Ciampa requested the Board to review the General Session meeting minutes contained in the Board Binder.

On a motion made by Mr. Timothy Piwovar and seconded by Dr. John O'Connor, a quorum being present, it was voted by roll call vote:

VOTED: To approve the meeting minutes for the Board of Directors, General Session, November 13, 2014

The motion passed by a roll call vote of 5-0-1. *Dr. Frank Tiano: Yes, Mr. Steven Stone: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwovar: Yes, Mr. Donald Ciampa: Yes, Ms. Joan Landers: Abstained; Dr. Judith Klimkiewicz: Absent for vote.*

[Mr. Everett Olsen arrived at 8:55 a.m.]

Mr. Donald Ciampa requested the Board to review the Executive Session meeting minutes that had been distributed to the Board.

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

VOTED: To approve the meeting minutes for the Board of Directors, Executive Session, November 13, 2014

The motion passed by a roll call vote of 6-0-1. *Dr. Frank Tiano: Yes, Mr. Steven Stone: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwowar: Yes, Mr. Everett Olsen: Yes; Mr. Donald Ciampa: Yes, Ms. Joan Landers: Abstained; Dr. Judith Klimkiewicz: Absent for vote.*

[Dr. Judith Klimkiewicz returned to the meeting at 8:57a.m.]

Proposed Budget and Tuition Rates for Fiscal Year 2016

Dr. Scott directed the Board to its Board Binders, which contained a proposed, draft budget for Fiscal Year 2016, which previously was presented and reviewed during the Board of Directors meeting on November 13, 2014.

Dr. Scott reviewed the summary materials with the Board. She also reviewed the one-on-one aides and service cost analysis contained within the Board Binder. Mr. Curt Malonson presented the health care cost analysis and summarized an actuarial study on the potential post-employment benefits. He reviewed with the Board the cost and obligations of the Collaborative if it enrolled with Group Insurance Commission, and recommended that the Board vote to enroll with GIC. The Board discussed.

Mr. Donald Ciampa requested the Board for a motion relating to the tuition rates and fees-for-services presented as part of the budget and recommended by Dr. Scott.

On a motion made by Dr. Judith Klimkiewicz and seconded by Dr. John O'Connor, a quorum being present, it was voted by roll call vote:

VOTED: That the Board of Directors accepts and approves the tuition rates and fees-for-services for Fiscal Year 2016 as presented; and requests that the Treasurer certify and transmit the tuition rates and fees-for-services for Fiscal Year 2016 to each member district by no later than February 1, 2015.

The motion passed by a roll call vote of 8-0-0. *Dr. Frank Tiano: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwowar: Yes, Mr. Everett Olsen: Yes; Ms. Joan Landers: Yes; Dr. Judith Klimkiewicz: Yes, Mr. Steven Stone: Yes, Mr. Donald Ciampa: Yes.*

On a motion made by Mr. Timothy Piwowar and seconded by Mr. Steven Stone, a quorum being present, it was voted by roll call vote:

VOTED: That the Board of Directors accepts and approves the assessment of surcharges on tuition rates and fees-for-services on non-member districts based on each student enrolled from a non-member district for Fiscal Year 2016 as presented and recommended by the Executive Director; and authorizes the Executive Director to publish the non-member district tuition rates and fees-for services for Fiscal Year 2016.

The motion passed by a roll call vote of 8-0-0. *Dr. Frank Tiano: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwowar: Yes, Mr. Everett Olsen: Yes; Ms. Joan Landers: Yes; Dr. Judith Klimkiewicz: Yes, Mr. Steven Stone: Yes, Mr. Donald Ciampa: Yes.*

Mr. Donald Ciampa asked the Board if there was any further discussion relating to the proposed annual budget for fiscal year 2016. Mr. Steven Stone stated that he could not support a budget that proposed a 2% COLA increase when certain member districts were not agreeing to or in negotiations with their respective member districts that did not propose that rate. The Board discussed at length. Certain Board members indicated that the increase was consistent with the salary review for Collaborative employees completed by the Board in the recent past. Dr. John O'Connor recommended that the budget including the recommended COLA increase be put to a motion.

On a motion made by Dr. John O'Connor and seconded by Mr. Timothy Piwowar, a quorum being present, it was voted by roll call vote:

VOTED: That the Board of Directors approves the Fiscal Year 2016 Budget, including an Operating Budget for the Collaborative in the amount of \$17,594,387 as presented and recommended by the Executive Director; and requests that the Treasurer certify and transmit the budget for Fiscal Year 2016 to each member district by no later than February 1, 2015.

The motion passed by a roll call vote of 7-1-0. *Dr. Frank Tiano: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwowar: Yes, Mr. Everett Olsen: Yes; Ms. Joan Landers: Yes; Dr. Judith Klimkiewicz: Yes, Mr. Donald Ciampa: Yes, Mr. Steven Stone: No.*

Dr. Chris Scott reviewed with the Board the Annual Report contained within the Board Binder. Mr. Donald Ciampa asked for a motion relating to the Collaborative's Annual Report for Fiscal Year ending June 30, 2014.

On a motion made by Dr. John O'Connor and seconded by Mr. Timothy Piwowar, a quorum being present, it was voted by roll call vote:

VOTED: That the Board of Directors approves and accepts the Annual Report for Fiscal Year ending 2014 as presented; and authorizes Don Ciampa, Chairman, and Dr. Chris Scott, Executive Director, to execute necessary signatures and file the Annual Report and related documentation with the Massachusetts Department of Elementary and Secondary Education and to take any other necessary action with respect to the Annual Report on behalf of the Collaborative.

The motion passed by a roll call vote of 8-0-0. *Dr. Frank Tiano: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwowar: Yes, Mr. Everett Olsen: Yes; Ms. Joan Landers: Yes; Dr. Judith Klimkiewicz: Yes, Mr. Steven Stone: Yes, Mr. Donald Ciampa: Yes,*

Mr. Donald Ciampa asked the Board if there was any further discussion relating to the proposed enrollment into the Group Insurance Commission for fiscal year 2016. Curt Malonson clarified for the Board the proposed motion and vote he recommended.

On a motion made by Dr. Judith Klimkiewicz and seconded by Dr. John O'Connor, a quorum being present, it was voted by roll call vote:

VOTED: That the Board of Directors approves and authorizes the Collaborative's enrollment into the Group Insurance Commission (GIC) for health and medical benefits beginning in fiscal year 2016; and requests that the Collaborative provide notice of intent to enroll into GIC to each member district by no later than February 1, 2015.

The motion passed by a roll call vote of 8-0-0. *Dr. Frank Tiano: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwowar: Yes, Mr. Everett Olsen: Yes; Ms. Joan Landers: Yes; Dr. Judith Klimkiewicz: Yes, Mr. Steven Stone: Yes; Mr. Donald Ciampa: Yes.*

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

Mr. Donald Ciampa summarized for the record the lengthy Board discussions regarding the possible relocation of the Middle School Program to 40 Linnell Circle, Billerica and whether the Board would provide notice consistent with the lease agreement with the Town of Dracut to terminate that lease. Mr. Donald Ciampa also informed the Board of his several meetings with Dracut's Town Manager, Mr. James Duggan, Mr. Steven Stone and others that had occurred since the November 13, 2014 meeting, which he was asked to attend on behalf of the Board. He reviewed the proposal received by email from Mr. Steven Stone that included potential changes to the current lease agreement for space within the Parker Avenue School (copy in the Board Binders).

The Board discussed at length. Mr. Everett Olsen acknowledged the previously discussed financial issues, but requested the Executive Directors' and Board's thoughts about programmatic advantages of staying within the Dracut location. Dr. Chris Scott indicated that

her prior memo covered some including consolidation of staff, specifically fitted classrooms, one campus location, and transportation. Mr. Everett Olsen also asked about enrollment estimates. Dr. Chris Scott referred to the materials within the Board Binders.

Dr. John O'Connor stated that he previously raised the importance of space flexibility and that he was standing by his prior comments. The Board reviewed the question of whether 40 Linnell Circle and 25 Linnell Circle provided adequate space currently and the foreseeable future.

Mr. Everett Olsen opined that he was conflicted with the decision but thought remaining within the Parker Avenue School for at least one more year made sense because it provided a level of stability, especially in light of the numerous changes and renovations the Collaborative had undertaken the last couple of years. Mr. Everett Olsen asked whether there were any critical strategic benefits for staying within the space in Dracut. Dr. Frank Tiano responded that he appreciated the thoughts of present continuity of programs and for the students but that having the programs in one building had been a goal of the Collaborative.

Dr. John O'Connor asked for confirmation of the approximate costs to renovate 40 Linnell Circle. Dr. Chris Scott and Mr. Sean Glavin provided the same and confirmed that most of the work would be conducted by existing staff. Mr. Timothy Piwowar stated that he believed the rent cost savings recognized by terminating the lease would provide the Collaborative the flexibility to address programmatic and other issues, even considering the build out costs.

Mr. Donald Ciampa acknowledged that he wanted to provide Mr. Steven Stone a chance to make a final statement prior to requesting a motion on this issue. Mr. Steven Stone indicated that he too stood by his statements made at previous meetings, that the revenue from the lease would assist the Dracut Public Schools, and that by deciding to terminate the lease early and giving up space and the flexibility at this time would be shortsighted.

Mr. Donald Ciampa acknowledged an individual in the public audience who wished to address the Board. Ms. Kathleen McCarthy thanked the Board for their support of the Collaborative and indicated that she had a child who was enrolled within the program located at the Dracut school. She wanted to the Board to know that she did not believe the basement classrooms were appropriate space for students and that the hallways were not acoustically or visually pleasant. She asked that the Board and the Collaborative consider moving the classrooms out of the basement and fixing the hallways. The Board thanked her for her participation in the discussion.

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

Voted: That the Board of Directors agree not to trigger the early termination provision within the Lease Agreement with the Town of Dracut, and remain within the Parker Avenue School for fiscal year 2016.

The motion failed to pass by a roll call vote of 4-3-1. *Dr. Frank Tiano: No, Mr. Timothy Piwowar: No; Dr. John O'Connor: Yes, Mr. Everett Olsen: Yes; Ms. Joan Landers: Yes; Dr. Judith Klimkiewicz: No, Mr. Donald Ciampa: No, Mr. Steven Stone: Abstained.*

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

Voted: **That the Board of Directors agree to terminate the Lease Agreement with the Town of Dracut for the Parker Avenue School, effective August 31, 2015; and authorizes Don Ciampa, Chairman, to provide written notice consistent with the Lease Agreement.**

The motion passed by a roll call vote of 4-3-1. *Dr. Frank Tiano: Yes, Mr. Timothy Piwowar: Yes; Dr. John O'Connor: No, Mr. Everett Olsen: No; Ms. Joan Landers: No; Dr. Judith Klimkiewicz: Yes, Mr. Donald Ciampa: Yes, Mr. Steven Stone: Abstained.*

Executive Session: To Review and Discuss Litigation Strategy

Mr. Donald Ciampa asked for a motion and a roll call vote to enter into executive session to discuss litigation strategy, stating for the record that he believed having such discussion in open session may be detrimental to the Collaborative's litigation strategy. Mr. Donald Ciampa also stated for the record that the Board would return to general session afterwards only to adjourn.

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

VOTED: **That the Board of Directors enter into executive session to discuss litigation strategy.**

The motion passed by roll call vote of 8-0-0. *Mr. Donald Ciampa: Yes, Dr. Frank Tiano: Yes, Mr. Steven Stone: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwowar: Yes, Mr. Everett Olsen: Yes, Ms. Joan Landers: Yes, Dr. Judith Klimkiewicz: Yes.*

The Board entered into executive session at 10:25 a.m.

The Board returned to general session at 10:30 a.m.

On a motion made by Mr. Timothy Piwowar and seconded by Dr. John O'Connor, a quorum of voters being present, it was voted by roll call vote:

VOTED: **To adjourn the Board meeting.**

The motion passed by roll call vote of 8-0-0. *Mr. Donald Ciampa: Yes, Dr. Frank Tiano: Yes, Mr. Steven Stone: Yes, Dr. John O'Connor: Yes, Mr. Timothy Piwowar: Yes, Mr. Everett Olsen: Yes, Ms. Joan Landers: Yes, Dr. Judith Klimkiewicz: Yes.*

Mr. Donald Ciampa adjourned the Collaborative Board Meeting at 10:31 a.m.

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

- School Year 2014-2015 Board Packet for December 4, 2014 Meeting
- EF Educational Tour Brochure Entitled "Your Partner in Global Education"

Respectfully Submitted,



Mr. Donald Ciampa, Chairman

Dated: 1/22/2015