

Emily J. Parks
Executive Director

Dan Shovak
Dir. of Finance & Operations



Dr. Zachary Abrams
Dir. of Student Services

Dr. Jean Kenney
Dir. of Professional Learning & Leadership

141 Mansion Drive, Suite 200
East Walpole, Massachusetts 02032
Phone: 781-352-5700 Fax: 508-660-1124

To: The TEC Board of Directors

Subject: Minutes of the Board of Directors Meeting - December 15, 2023

****Due to the Coronavirus Situation, the Governor of Massachusetts modified certain requirements of the Open Meeting Law and allowed remote participation for all open meetings. Notice from the Attorney General is attached.**

<https://tec-coop-org.zoom.us/j/83862415825>

The meeting was called to order at 8:04 by Nancy Gallivan

March 29, 2023 Governor Maura healey signed into law temporary revisions to Open Meeting Law through March 31, 2025.

1. Nancy Gallivan took a roll call of TEC Voters present:

Derek Folan, Canton	Present Remotely
Ian Kelly, Dedham	Not Present
Priscilla Sousa, Framingham	Not Present
Dr. Susan Kustka, Holliston	Present Remotely
Dr. Carol Cavanaugh, Hopkinton	Present Remotely
Dr. Jeffrey Marsden, Medfield	Present Remotely
Dr. Armand Pires, Medway	Present Remotely
Robert Mullaney, Millis	Present Remotely
Elizabeth McCoy, Dover Sherborn	Present Remotely, 8:11
Matt Brand, Natick	Present Remotely
Matt Spengler, Needham	Present Remotely
Dr. David Thomson, Norwood	Present Remotely
Nancy Gallivan, Chair, Walpole	Present Remotely
Erin Mueller, Wayland	Not Present
Timothy Piwowar, Westwood	Present Remotely

Also present were: Dan Shovak, Director of Finance and Operations, Zachary Abrams, Director of Student Services, Brad Jackson, TEC Treasurer, Emily Parks, Executive Director, Kayla Ober, Executive Assistant, Jim Powers, Powers & Sullivan & Paula Jo Gaines and Ruth Hersh, DESE

FY'23 Annual Audit Report

Jim Powers presented TEC's Audit Report.

- Apologized for the late turnaround, the company has added a number of collaboratives to their FY'23 audit schedule which delayed the audit process. He assured TEC the process will run smoother going forward.
- In their opinion, the financial statements are presented in accordance with Governmental Accounting Standards; no qualifications or modifications.
- From a financial standpoint, TEC had approx. \$9M and spent \$9M and suggested a surplus is retained in the future. TEC's cumulative surplus is in good standing.
- Jim suggested TEC look at the OPEB liability that affects the health insurance for retirees. The more that is contributed to fund this liability, the better the discount rate that can be used.
- HE will speak with Dan Shovak concerning the next year's audit and that the audit will be started at an earlier date. He also mentioned that they would be more prepared for the next year's audit.

Jeff Marsden congratulated TEC on a successful financial year.

Matt Spengler echoed Jeff's comment and asked about the custodial credit risk; is there a risk and if there is, what is the recommendation for mitigating? Jim suggests to ensure that the business has a solid bank and/or split funds up into different banks.

Nancy Gallivan asked for a motion to approve the FY'23 Annual Audit Report. Armand Pires made the motion to approve. Susan Kustka seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Derek Folan, Canton	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Timothy Piwovar, Westwood	Yes

Cumulative Surplus

TEC’s Cumulative surplus as of June 30, 2023 is 24.93% (\$2,380,640) which is under the 25% limit.

Nancy Gallivan asked for a motion to approve to accept the cumulative surplus as audited. David Thomson made the motion to approve. Jeff Marsden seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Derek Folan, Canton	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Timothy Piwowar, Westwood	Yes

Capital Reserve Amendment

Emily Parks introduced Paula Jo Gaines and Ruth Hersh from DESE and explained how helpful they have been in providing guidance in the process to amend the capital reserve fund purpose and limit.

Dan Shovak presented the proposed capital reserve amendment. TEC is requesting to modify the TEC Capital Reserve Fund plan of use and to increase the limit on the fund balance through the approval of the TEC Member School Districts.

TEC is proposing to modify the TEC Capital Reserve Fund to include its plan of use for:

- The accumulation of funds for the possibility of a future purchase of an educational facility.
 - Renovations and upgrades to an educational facility for the relocation of the TEC Phoenix Academy program.
 - Provide funding for TEC facility leases and common area maintenance during periods of time when enrollments are below expectations.
- The purchase of capital equipment and capital technology to support the operations of TEC programs.

According to 603 CMR 50.00 Collaboratives can modify a Capital Reserve Fund. The request for modification must be approved by the Board of Directors and notice must be provided to all member districts. If the member district does not vote to disapprove the revised capital plan within a 45-day period, that member shall be deemed to have

approved the revised capital plan. Two-thirds (2/3) approval of the member districts is required to revise the capital plan.

Emily explained that board members will need to bring this amendment to their school committees. It does not require a vote or approval by the school committee, but needs to be notified for informational purposes. They can disapprove of it within 45 days. The member districts are not being asked to fund the plan. Transfer of funds into or out of the capital reserve fund required a Board vote during the annual budget process.

Emily explained she needs the agenda and minutes from each member district's school committee meetings and that will be sufficient. It would be ideal if all member districts put it on their January meeting agendas.

Brad Jackson suggested to change item #2 to be more simplified not refer specifically to TPA.

Nancy Gallivan asked for a motion to approve the changes outlined in the memo with the second bullet amended to "Renovations and upgrades to an educational facility." Derek Folan made the motion to approve. Timothy Piwowar seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Derek Folan, Canton	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Timothy Piwowar, Westwood	Yes

Use of Excess Cumulative Surplus

Emily explained TEC does not have an excess cumulative surplus for FY23 and therefore no action is needed.

Consent Agenda:

6b. Emily Parks presented the FY'23 TEC Annual Report

- The FY'23 TEC Annual Report has been dedicated to Liz McGonale, the former Executive Director.

Nancy asked if each district could be sent 2-3 copies of the FY'23 Annual Report. Emily confirmed.

Nancy Gallivan asked for a motion to approve the consent agenda. Matt Spenglar made the motion to approve the consent agenda. David Thomson seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Ian Kelly, Dedham	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Chair, Walpole	Yes
Erin Mueller, Wayland	Yes
Timothy Piwowar, Westwood	Yes

Executive Director’s Update

Emily Parks presented an update which included the following:

- TPA relocation: currently housed at the Plimpton building at Walpole High School to Johnson Middle School where WPS are vacating at the end of this school year. TEC and the Town of Walpole are making progress in negotiating the lease terms; a ten year lease will be structured with lower payments for the first few years which will enable TEC to pay for the renovations that would be needed to make it suitable for TPA. Emily anticipates the average cost will be \$21-\$22/sqft over the term of the ten year lease. The lease should be ready to present to the board in the next month.
- Mansion Drive lease update: Emily explained conversations are continuing back and forth. Currently discussing TEC’s proposed language to the lease amendment and making progress. There is still one hurdle being discussed and will update the board next month.
- King Phillip’s request to join TEC:
 - KP has 11 students currently enrolled in TEC; an increase since November’s meeting. If they were to become a member next school year(FY’25), the difference in tuition revenue would be \$151,000 (as compared to non-member rates). If they were to become a member the following year(FY’26), the difference in tuition revenue would be \$123,000 and the year after that (FY’27), the difference would be \$94,000.
 - To offset the difference in tuition, TEC would need two additional enrollments.
 - With the member differential, there might be added incentive for KP to place students at TEC.

Potential considerations:

- TEC offers free online courses to member districts and allows up to eighty seats per year per district. Each seat is free and costs TEC \$300 which is billed back to TEC by TECCA. If a district

uses all eighty seats, the cost for TEC is \$24k/year. The average each district is currently using is thirty-three (\$9,900/year) Three member districts use all eighty.

- Potential to amend the tuition structure?
 - If KP were to join TEC as a member, it would incorporate three more communities into TEC.
 - TEC might see expanded enrollment and professional development
 - TEC might see expanded participation in career and internship programs
 - Possibility for an additional space for TEC within KP
 - The BOD would change from 15 voting members to 16 voting members
- Emily confirmed that there is a process in place in the contract for when a district decides to exit TEC. The agreement states the member district continues to be liable to TEC for their share of debts.

Nancy Gallivan asked if King Phillip was waiting for our response in the near future. Emily confirmed. KP voted to submit the request at a school committee in the fall.

Robert Mullaney asked if there would be an impact on the quorum. Emily confirmed that we would go from fifteen to sixteen board members and would need nine members to meet quorum.

Jeff Marsden asked if there was a timeline and process for DESE. Emily confirmed and explained the process; the BOD has to approve, approval from all of TEC's member district school committees, has to be reviewed by DESE and the commissioner. The signature from the commissioner has to be in place by April 30 of the prior fiscal year of joining. Ex: If TEC were to have KP join in the 2025-2026 school year, we would need to complete the approval process by April, 2025.

Emily asked Paula Jo if she was correct. Paula Jo confirmed except the school committee vote which is approval from majority or $\frac{2}{3}$ of the committees based on our collaborative agreement. Emily is to confirm what our agreement says.

If the board moves forward, Emily suggests targeting FY'26 for KP to join.

Paula Jo stated if the board decides to move forward, it is an opportunity to amend the language of the collaborative agreement regarding tuition, membership, assessment, etc. Tuitions cannot be tiered; all members are to be equal. Paula Jo confirmed that there is a potential to look tuition structures based on the volume of placements.

Nancy Gallivan suggests that we put the issue on the March agenda and inform KP of that timeline.

Nancy Gallivan asked if there was anyone that thought we should not do this; no comment.

Jeff Marsden agreed and supports Emily's recommendation

Armand agreed but explained it is a difficult decision for him based on the fact that they might be coming to TEC because of how much money the discount would be if they were members based on the number of students they are sending. If they had fewer students, it might be an easier conversation. He agrees with holding off for a year.

David Thomson supports Emily's recommendation. Explained that KP is a great district and would make a great fit but agreed with Armand about the financial implications. Suggested to look back at the last district to join and what the financial implications were. He wonders if other districts will want to join TEC if KP joins.

Armand suggested that the superintendent and school committee member of King Phillip to March's meeting. Emily said she would do so.

New Business- None

Nancy Gallivan confirmed the next meeting will be February 2 and will join Tri County Legislative breakfast on March 8.

Adjourn:

Nancy Gallivan asked for a motion to adjourn to enter into executive session. Jeff Marsden made a motion to adjourn the meeting at 9:04am. Armand Pires seconded the motion. A roll call vote was taken as follows:

Derek Folan, Canton	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Timothy Piowar, Westwood	Yes
Derek Folan, Canton	Yes

Update on the Open Meeting Law and COVID-19

2 messages

Attorney General's Division of Open Government
<OpenMeeting@state.ma.us>

Thu, Mar 12, 2020 at
9:54 PM

Reply-To: Attorney General's Division of Open Government <OpenMeeting@state.ma.us>
To: jgriffin@tec-coop.org

[View this email in your browser](#)



Update from the Division of Open Government

On March 12, 2020, Governor Baker issued an Executive Order modifying certain requirements of the Open Meeting Law, to enable public bodies to carry out their responsibilities while adhering to public health recommendations regarding social distancing.

The Executive Order relieves public bodies from the requirement in the Open Meeting Law that meetings be conducted in a public place that is open and physically accessible to the public, provided that the public body makes provision to ensure public access to the deliberations of the public body through adequate, alternative means. "Adequate, alternative means" may include, without limitation, providing public access through telephone, internet, or satellite enabled audio or video conferencing or any other technology that enables the public to clearly follow the proceedings of the public body in real

time. A municipal public body that for reasons of economic hardship and despite best efforts is unable to provide alternative means of public access in real time may instead post on its municipal website a full and complete transcript, recording, or other comprehensive record of the proceedings as soon as practicable afterwards.

In addition, all members of a public body may participate in a meeting remotely; the Open Meeting Law's requirement that a quorum of the body and the chair be physically present at the meeting location is suspended.

All other provisions of the Open Meeting Law, such as the requirements regarding posting notice of meetings and creating and maintaining accurate meeting minutes, as well as the limited, enumerated purposes for holding an executive session, remain in effect.

The full text of the Executive Order is available [here](#).

In partnership,
The Attorney General's Division of Open Government



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