

Cape Cod Collaborative
418 Bumps River Road
Osterville, MA 02655



Board of Directors
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Board of Directors Meeting Minutes
418 Bumps River Road, Osterville, MA 02655
October 11, 2017

At 5:05 PM, Board members entered into an informational session while waiting for a quorum. Dr. Bogden was asked to discuss the recent visit of twenty students from China, aged 9 – 12 years, who were hosted by Monomoy and D-Y. The visiting students had the opportunity to travel to Boston and New York. Mr. Hilton noting the opportunity to host these student arose on August 30th. Monomoy and D-Y worked quickly to put together a plan for this visit. Dr. Bogden noted the host districts will have the opportunity to send two educators to visit Beijing, with expenses paid.

Ms. Cummings asked if the host schools both offered classes in Mandarin. Dr. Bogden said they did, but that did not necessarily impact the decision to visit. This group is very interested in establishing a long term relationship with a Cape school district or districts.

Mr. Schumacher asked if he had heard the age range correctly, wondering if these student are really twelve years old or younger. Dr. Bogden said yes, they are – and they travel without parents.

Mr. Hilton observed Dr. Bogden has been working with Dr. Gilbert, as Dr. Gibert plans to step away from the position he has held for the past 14 years. Dr. Bogden has attended meetings of the curriculum administrators and special education directors to discuss initiatives. Dr. Bogden indicated collaboration on professional development will continue to be advantageous.

Dr. Gilbert spoke about the All-Cape In-Service day, which was held October 6th. He described it as a great success. This year, 21 workshops were offered in 7 locations. Approximately 550 educators participated. Noting the attendance was somewhat less than last year, Dr. Gilbert explained that one large local district had decided to host its own focused professional development program this year. Dr. Gilbert noted the continued participation of early childhood educators; over 100 attended workshops.

Dr. Gilbert noted the Advanced Studies and Leadership Program served 210 students during June and July of 2017. Planning sessions have begun for 2018. The annual meeting with school liaisons will be held November 2nd.

I. Call to Order

The October 11, 2017 meeting of the Cape Cod Collaborative Board of Directors was called to order by Ms. Cummings, Co-Chair, at 5:16 PM. In attendance were:

Sandwich	Beth Cummings, Co-Chair
Brewster	Jessica Larsen, Co-Chair (in at 5:35 PM)
Barnstable	Mike Judge
Cape Cod Regional Technical HS	Ann Williams
Dennis-Yarmouth Regional	Phillip Morris
Eastham	Judy Lindahl
Falmouth	John Furnari
Orleans	Hank Schumacher
Upper Cape Cod RTS	Robert Fichtenmayer
Wareham	Mary Morgan (in at 5:23 PM)
Treasurer	William (Bill) Friel
Secretary	Elizabeth (Beth) Deck

Also in attendance were:

Executive Director	Paul Hilton
Business Manager	Amy Lipkind
Director of Special Projects	Dr. Joseph Gilbert
Director of Special Projects	Dr. Christopher Bogden
STAR Program Director	Dr. Anita Woods
Waypoint Academy Acting Director	Larry Carroll
Administration & Finance Coordinator	Marc Dupuis
Murphy, Hesse, Toomey & Lehane, LLP	Kevin Bresnahan

II. Suspension of Member Voting Rights

VOTE

Ms. Cummings noted the Cape Cod Collaborative Articles of Agreement allows for the suspension of voting rights when an appointed representative misses two (2) consecutive Board of Directors' meetings. She asked Board members to consider a vote to suspend voting rights for Nantucket, Martha's Vineyard, Truro and Provincetown.

Mr. Fichtenmayer made a motion that the Board vote to suspend voting rights for the Nantucket, Martha's Vineyard, Truro and Provincetown districts. Ms. Williams seconded the motion.

SO VOTED – UNANIMOUS

Ms. Cummings asked the Board to continue the discussion about the Advanced Studies and Leadership Program (ASLP) begun in the Informational Session. Board members unanimously agreed to this suggestion.

Dr. Gilbert asked the Board to consider approving the ASLP 2018 Parent – Student Catalogue. 2018 Program dates have been changed; ASLP will begin after the 4th of July. This avoids the break in the program created by the holiday, which falls on a Wednesday in 2018. The change also adds one day to the program length, which will result in a slight

increase in program expenses. Dr. Gilbert noted the 2018 Catalogue shows an increase of \$30.00 in student tuition. He observed that program tuition had remained stable for the past five years.

Mr. Judge asked Dr. Gilbert if he expected another tuition increase would be necessary for 2019. Dr. Gilbert responded that he thought tuition would remain stable for a couple of years, but there are three-year contracts which will be expiring which could create another increase in program costs.

Mr. Hilton noted page 20 of the Catalogue would be corrected to reflect the correct date.

Mr. Schumacher asked if Dr. Gilbert expected any increase in scholarships available through National Grid. Dr. Gilbert indicated that he is always concerned about the availability of scholarships, but felt that National Grid would continue to play a sponsoring role.

Mr. Fichtenmayer asked Dr. Gilbert to relay his thanks to ASLP staff for the fine job they have done and continue to do.

Ms. Cummings asked if student enrollment would remain at 210. Dr. Gilbert said it would.

Mr. Schumacher suggested it might be an appropriate time to consider other sources of potential scholarship funds.

Mr. Morris made a motion that the Board vote to approve the 2018 ASLP Parent-Student Catalogue. The motion was seconded by Mr. Judge.

SO VOTED – UNANIMOUS

III. Minutes

a. September 13, 2017

VOTE

Ms. Williams made a motion that the Board vote to approve the minutes of the September 13, 2017 meeting. Mr. Judge seconded the motion.

SO VOTED

YEA – 8

NEA – 0

ABSTAIN – 1 (Fichtenmayer)

IV. Old Business

a. Transportation

- Invoicing

Ms. Lipkind provided an update regarding the invoicing status for FY18 invoicing to districts. Invoicing for September is in process. Ms. Lipkind explained that changes to data regarding student and route changes for the new school year must be made before invoices can be issues. It is expected that invoicing will be complete by the end of October.

- Reconciliation

Ms. Lipkind and Mr. Hilton shared an overview of FY18 routing and associated costs (rate determination).

b. FY17 Close-Out

Ms. Lipkind and Mr. Hilton discussed the status of the close-out of FY17. The preliminary review financial statements audit is nearing completion. It would be

beneficial to convene a Fiscal / Financial SubCommittee in advance of the November meeting to review and discuss progress to date.

Mr. Judge asked that he be removed from the Financial SubCommittee. Mr. Morris volunteered to take his place and was duly appointed. Later in the meeting, Mr. Furnari was asked if he would consider serving on this SubCommittee. Mr. Furnari consented, and was duly appointed.

Current members of the Finance SubCommittee are: Mr. Fichtenmayer, Ms. Larsen, Mr. Morris and Mr. Furnari.

c. Executive Director Evaluation & Treasurer Evaluation

The Board must ensure the annual evaluation is completed for the Executive Director, The Business Manager and the Board Treasurer of an annual basis. The Executive Director and the Business Manager have scheduled a meeting with the Board Treasurer regarding performance and responsibilities for FY17 (partial) and recommendations for FY18 (for discussion and evaluation).

Ms. Cummings suggested the Board have a conversation regarding an instrument (rubric) and the process for evaluating the Executive Director for FY17 (last fiscal/school year), as well as a format/instrument to be used for FY18.

It is necessary to convene an Evaluation SubCommittee to discuss preparation for the evaluation of the Executive Director for FY18 (format as well as Goals / Objectives).

The changes in the process for the evaluation of Superintendents (Open Meeting Process) do impact the process for evaluating the Executive Director.

Ms. Lindahl volunteered to serve on the Evaluation SubCommittee and was duly appointed.

Current members of the Evaluation SubCommittee are: Ms. Cummings, Mr. Schumacher and Ms. Lindahl.

Ms. Larsen joined the meeting at 5:35 PM.

V. New Business

a. FY18 Warrants

- #10 **VOTE**
- #11 **VOTE**

- VOTES**
- #12 **VOTE**
 - #13 **VOTE**

Ms. Lindahl made a motion that the Board vote to approve Warrants #10, #11, #12, and #13 as a block. This motion was seconded by Mr. Fichtenmayer.

SO VOTED – UNANIMOUS

Ms. Larsen made a motion that the Board vote to approve the block of warrants. Mr. Schumacher seconded.

Mr. Schumacher asked about payments made for services at the Otis school. Mr. Hilton observed the Collaborative used the property through the month of September and there is still a process to terminate the lease which needs to be completed.

SO VOTED – UNANIMOUS

b. November Board Meeting (Time/Place) Discussion/Vote

The Massachusetts Association of School Committees and Massachusetts Association of School Superintendents will hold their annual Joint Conference in early November.

It was recommended that the Board consider convening at the conference to conduct the business associated with the November Board of Directors meeting. The proposed date would be Wednesday, November 1st at time to be determined.

Ms. Larsen asked Board members to keep the meeting at the scheduled date and time (November 8, 2017 at 5:00 PM). The Board agreed to meet as scheduled on November 8th, by unanimous consent.

c. FY18 Spending Plan

• Personnel

○ Additions

VOTE

- Shaelyn Adams, STAR Teacher
- Robert Aucoin, 7D Driver
- Stephen Burgess, CDL Driver (Spare)

○ Reductions

VOTE

- Joshua Adamy, STAR Paraprofessional
- John Coomey, Monitor (Spare)
- Kristan Cousins, Monitor (Spare)
- Tracy Daigle, STAR Teacher
- Ashley Edwards, STAR Teacher
- John Leite, Waypoint Paraprofessional
- Joanne Page, Monitor (Spare)

○ Change in status

VOTE

- Deborah Cannon-Sala, from Spare to CDL (Bourne)
- Kathleen Malone, from Spare Monitor to Monitor
- Anne-Marie Roderick, from Spare Monitor to Monitor

Ms. Larsen made a motion that the Board vote all personnel changes on the agenda as a slate. This was seconded by Mr. Judge.

SO VOTED – UNANIMOUS

Ms. Larsen moved to approve the slate of personnel changes. Mr. Morris seconded the motion.

SO VOTED - UNANIMOUS

• Service Commitments

○ Transportation

- Increased utilization

- Increased participation – Bourne Status
- Therapies
 - Pilgrim Collaborative
 - Sandwich Public Schools – hourly individual

d. Financial Reporting & Support

VOTES

- “Letter-of-Credit” Increase & Renewal

TABLED

The Collaborative has maintained a “letter-of-credit” to allow for immediate access to funds, should the Collaborative experience an issue with “cash flow”. The Collaborative does not expect to need to access the “letter-of-credit”, and has not had the need to access credit in recent recollection (not used in the over eight years of Mr. Hilton’s tenure).

It was recommended that the Board authorize the maintenance and increase in the “letter-of-credit” as follows:

"Resolved: That the Corporation be, and on behalf of the Corporation, the Executive Director and Treasurer acting together are authorized and empowered:

To borrow, from time to time, from TD Bank, N.A. ("Bank"), such sum or sums of money as said officer(s) may deem necessary or advisable for the purpose of this Corporation, including without limitation, **\$450,000.00** evidenced by that certain **Revolving Demand Note**, dated **May 21, 2008**, by **Cape Cod Collaborative** in favor of the Bank in the original principal amount of **\$450,000.00**;

To mortgage, pledge, hypothecate, sell, assign and transfer to Bank and to grant to Bank security interests in, as security for money borrowed and for all other obligations of this Corporation to Bank, all property of this Corporation, whether real, personal, or of whatever kind or nature and wherever situated, and whether now owned or hereafter acquired or arising;

To make, execute, seal, acknowledge and deliver, in the name of this Corporation, promissory notes, loan agreements, credit agreements, construction loan agreements, financing agreements, security agreements, mortgages, deeds of trust, deeds to secure debt, guaranties, and all other instruments, documents and agreements required by Bank (collectively, the "Loan Documents") in connection with, or to give effect to, the foregoing resolutions or any of the powers and authority therein granted and to continue, extend, modify or amend the same from time to time, all such Loan Documents to be in such form and on such terms and conditions as all of the said officer(s) shall, by his, her or their execution and delivery thereof, deem satisfactory; hereby ratifying, approving and confirming all that all of the said officer(s) has done or may do respecting any of the foregoing; and that the Board of Directors may, from time to time, delegate the authority hereinbefore granted to such additional officer(s) or agents of this Corporation as the Board of Directors may determine; and

That all resolutions relative to the authority of any officer or other agent to act on behalf of the Corporation in any dealing or transaction with the Bank shall remain in full force and effect until written notice of modification thereof shall be received by Bank and that the Bank may conclusively rely on the signatures of the officers or agents designated in such resolutions until notified in writing by the Secretary of the Corporation of any change in such officers or agents and thereafter the Bank may conclusively rely on the signatures of the successors in office."

Mr. Friel observed that TD Bank has been anxious to get this before the Board for a vote. He contacted the bank directly when presented with the seven-page renewal to review the terms: no fees, no penalty. Mr. Friel explained the renewal becomes part of the 2008 agreement which had been previously approved.

Mr. Friel spoke about issues of collateral. There will be no lien on funds on deposit should the line of credit be utilized. Mr. Friel noted this letter of credit would be an operational letter of credit rather than capital (for purchasing).

Mr. Furnari, noting his background as a former bank manager, explained that the representative from TD Bank was most likely getting an incentive for “selling” this line of credit to the Collaborative.

As the Collaborative has not utilized the previous line of credit, Mr. Furnari made a motion that the Board vote not to proceed with the renewal, period. Ms. Larsen seconded the motion.

Mr. Morris suggested that a motion may not be necessary, as the Board could simply take no action. Mr. Furnari responded that the Board should have a vote against the renewal. Mr. Morris deferred to his colleague.

Mr. Fichtenmayer respectfully asked to confirm the amount of the current line of credit, as both \$250,000 and \$450,000 were mentioned in discussion.

Mr. Judge suggested that a motion be made to table this discussion until the situation was clarified.

Mr. Furnari withdrew his previous motion.

Mr. Judge made a motion that the vote to approve the renewal of the line of credit under discussion be tabled pending further clarification.

Mr. Furnari seconded the motion.

SO VOTED - UNANIMOUS

- Collaborative Investment Policy

Discussion

The Finance SubCommittee was scheduled to meet immediately prior to the Board meeting to discuss the proposed Collaborative Investment Policy. Mr. Hilton observed the current policy has developed through votes taken by the Board and is recorded in meeting minutes. Mr. Friel has drafted a policy which is in line with current statutes.

Mr. Friel noted this draft policy is a model, which sets out the mission statement and a template of things which can be included in the final policy. It does not presuppose any percentage allocation to any fund. It is within the Board’s domain to organize priorities. Mr. Friel observed this draft policy is a starting point and could help as a guide.

Mr. Hilton encouraged Board members to provide feedback. Ms. Cummings suggested further discussion could occur at the next Finance SubCommittee meeting.

e. Programs/Services

- Waypoint Academy
 - Enrollment
 - Programming
 - New Staff
 - Camp Burgess
 - Facility Issues
 - Status of Commitments – FY18

Mr. Carroll discussed the enrollment and programming at the Waypoint Academy. Students and faculty are enjoying the new location at the Wing School in Sandwich. There are 58 students currently enrolled, and Mr. Carroll expected that enrollment would increase.

Materials and supplies were received for use in the Building Maintenance program funded through the CVTE grant.

- STAR / Osterville
 - Enrollment
 - Programming

Dr. Woods provided an overview of the current and projected enrollment for FY18. It was necessary to apply for two age waivers for classrooms where the student age range exceeded 48 months. Dr. Woods indicated that the age waivers have been approved.

Dr. Woods noted that there have been some staffing issues; two of the three newly hired teachers have terminated employment, for personal reasons. One replacement teacher has been hired and is settling in well.

Mr. Judge asked if the Collaborative's pay scale was a factor in the turnover. Mr. Hilton suggested it would be prudent to evaluate the pay scale, but that did not appear to be a factor in these particular personnel changes.

- Transportation

Mr. Hilton provided an update regarding current issues and opportunities with Collaborative transportation.

- Staffing / Routing

Mr. Hilton updated the Board regarding staffing and routing. Routing and staffing is continually monitored and modified to ensure efficiency (and effectiveness) in operation.
- Equipment
 - Additional Parking and/or Maintenance Facility **VOTE**

Ms. Lipkind asked the Board for a vote to authorize the Collaborative to solicit proposals/bids for additional vehicle maintenance space and/or additional vehicle parking.

Mr. Morris made a motion that the Board vote to authorize the Collaborative to solicit proposals/bids for additional vehicle maintenance space and/or space for vehicle parking. Mr. Judge seconded the motion.

SO VOTED - UNANIMOUS

- Equipment Purchases

The Collaborative has received the six (6) small buses to support and five (5) vans that were procured in the Spring Summer. These vehicles were registered over the past week and will be entering service as the month progresses.

The vehicles procured to support Bourne Public Schools General Transportation have had several issues necessitating warranty repair.

- Truro

Mr. Hilton discussed efforts to decrease costs and increase flexibility (short term and long term) for the transportation of students for the Truro Public Schools.

- Surplus Vehicles

VOTE

The Collaborative continues to utilize many of the vehicles that were approved for disposition at the September Board meeting. The disposition process for these vehicles will begin as the new vehicles enter service.

Ms. Lipkind asked the Board to consider a vote to authorize the disposal of a 2006 Blue Bird 71-passenger bus with the vehicle identification #1BABJCKA16F233298. Ms. Lipkind would like authority to dispose of the vehicle as a trade-in or through the reverse-bid process.

Mr. Morris made a motion that the Board vote to authorize the disposal of the vehicle described. This was seconded by Ms. Larsen.

SO VOTED - UNANIMOUS

- Therapies

Mr. Hilton provided an update regarding the provision of services within the Collaborative and to districts (and others).

- FY18 Service Commitments

- The collaborative continues to receive and review commitments for the utilization for Collaborative staff to provide services in school districts for FY18.

- Mr. Hilton will continue the discussion regarding the status of the employees that had provided these services as well as efforts that continue to solicit appropriate work for these employees with member (or non-member) districts.
 - i. The Collaborative currently has the capacity to contract out the following services:
 1. OT – 1-1.5 days
 2. PTA – up to 4 days
 Please note that the Collaborative has continued to receive requests for occasional use of these personnel for evaluations.
 - ii. Mr. Hilton discussed the timeline(s) that he is recommending for further decisions regarding staffing in this area. Mr. Hilton recommended that the Collaborative continue to offer these services for contracting with districts through October with further decisions to be discussed at the Board meeting in November.

- **Special Projects**

Dr. Gilbert, Dr. Bogden and Mr. Hilton provided updates regarding items considered as “Special Projects” of the Collaborative.

- All-Cape In-Service

Dr. Gilbert provided an update on the All-Cape In-Service during the informational session prior to the start of the meeting. The All-Cape In-Service occurred on October 6th. A listing of workshops offered was included with Board materials for the September meeting.

- ASLP

Dr. Gilbert discussed the status of planning for the Summer 2018 ASLP Program earlier in the meeting.

- Multi-Tiered Systems of Support Grant

Mr. Hilton provided an update regarding the activities that are occurring with the districts throughout the region. This grant was secured through the Tower Foundation and is fiscally administered by the National Center for Learning Disabilities.

- Career Vocational and Technical Education (CVTE) Partnership Grant

Mr. Hilton presented an update regarding the activities associated with this grant. The purpose of this grant is to expand capacity for students for access CVTE opportunities utilizing existing resources. A teacher and two assistants have been assigned to this initiative (and funded). There is an expectation to begin instruction with Waypoint students in the coming month and to expand to students enrolled in district programming as the new (calendar) year begins.

- Bridgewater State College Off-Campus Programming
Dr. Woods provided a brief update regarding the programming offered jointly between the Collaborative and Bridgewater State University.
- Sheltered English Immersion (SEI) Course Development
Dr. Gilbert discussed the status of the assessment of programmatic need for each of the districts throughout the region. Dr. Gilbert has been working closely with Jan Rotella and Julie Hall to discern the particular needs (coursework and timelines) for Sheltered English Immersion issues.
- “Special Projects” Transition and Planning
Dr. Bogden and Mr. Hilton discussed the work associated with “Special Projects” and Dr. Bogden’s outreach to stakeholders throughout the region to ensure continuity as Dr. Gilbert phases increasingly into his retirement.
Dr. Bogden has been attending each of the job-a-like that occur through the Collaborative and has scheduled follow-up meetings with the individual administrators and district personnel to ascertain the status of needs and engagement in collaborative opportunities.

f. Virtual High School

Mr. Hilton briefly discussed the status of consortium for Virtual High School that has existed through the Cape Cod Collaborative since 2001.

g. International Student Exchange

Mr. Hilton provided an update regarding the status of the development of a regional consortium of school districts to host international students.

VI. Cracker Barrel Discussion

a. Local District Issues

No issues were brought forward for discussion at this meeting.

b. Questions / Concerns

VII. Other

a. Resolution: Authorization of Treasurer to conduct financial transactions **VOTE**

At the September 13, 2017 meeting the Board of Directors voted to change the address of record for Prudential Financial, Inc. Prudential has contacted Ms. Lipkind and requested additional documentation:

- A Resolution by the Board of Directors naming the officer authorized to conduct financial transactions on behalf of the Cape Cod Collaborative, and
- A statement signed by this officer directing Prudential Financial, Inc. to change the address of record.

Ms. Lipkind asked the Board to consider a vote to approve the Resolution naming Mr. Friel as the officer authorized to conduct financial transactions.

Ms. Larsen made a motion that the Board vote to approve this Resolution. Mr. Fichtenmayer seconded.

SO VOTED

YEA – 9 NEA – 0 ABSTAIN – 1 (Furnari)

VIII. Executive Session

- a.** To discuss the reputation, character, physical condition or mental health, rather than professional competence, of an individual, or to discuss the discipline or dismissal of, or complaints or charges brought against, a public officer, employee, staff member or individual
- b.** To conduct strategy sessions in preparation for negotiations with nonunion personnel or to conduct collective bargaining sessions or contract negotiations with nonunion personnel.

Mr. Hilton noted it would be necessary to enter into Executive Session for the purposes noted on the agenda.

Ms. Lindahl made a motion that the Board vote to exit Open Session and enter into Executive Session for the purposes noted on the agenda. This motion was seconded by Ms. Larsen. A roll call vote was taken:

Ms. Larsen - Yea, Ms. Williams – Yea, Mr. Morris – Yea, Mr. Furnari – Yea, Mr. Fichtenmayer – Yea, Ms. Morgan – Yea, Ms. Lindahl – Yea, Mr. Schumacher – Yea, Mr. Judge – Yea., Ms. Cummings – Yea

The Board entered into Executive Session at 6:21 PM.

Ms. Larsen made a motion that the Board leave Executive Session and return to Open Session. This motion was seconded by Mr. Judge. A roll call vote was taken:

Ms. Larsen - Yea, Ms. Williams – Yea, Mr. Morris – Yea, Mr. Furnari – Yea, Mr. Fichtenmayer – Yea, Ms. Morgan – Yea, Ms. Lindahl – Yea, Mr. Schumacher – Yea, Mr. Judge – Yea., Ms. Cummings – Yea

The Board left Executive Session and returned to Open Session at 7:49 PM.

IX. Adjournment

Ms. Larsen made a motion that the Board vote to adjourn. This was seconded by Mr. Judge.

SO VOTED – UNANIMOUS

The October 11, 2017 meeting of the Cape Cod Collaborative Board of Directors adjourned at 7:49 PM.