APPROVED

Veritas Preparatory Charter School

Minutes

Governance Committee Meeting

Zoom Meeting

Date and Time
Friday September 12, 2025 at 10:00 AM

Location
Join Zoom Meeting
ID: 84901910623
Passcode: 636689

Meeting host: ngauthier@vpcs.org

Join Zoom Meeting:
https://vpcs-org.zoom.us/j/84901910623?pwd=vr9afxTKSOHINjqkf7PWZ8SmbM6J3i.1

Committee Members Present
A. Errichetti (remote), D. Fuller (remote)

Committee Members Absent
X. Delobato

Guests Present
N. Gauthier (remote), R. Leonard (remote), R. Romano (remote)

I. Opening Items

A.

Record Attendance and Guests

B. Call the Meeting to Order

N. Gauthier called a meeting of the Governance Committee of Veritas Preparatory Charter School to order on Friday Sep 12, 2025 at 10:01 AM.

C. Approve Minutes

D. Fuller made a motion to approve the minutes from Governance Committee Meeting on 08-08-25.
A. Errichetti seconded the motion.
The committee **VOTED** unanimously to approve the motion.

II. Governance

A. Competency Determination Policy Review

Competency Determination Policy Development
Following the statewide vote to remove MCAS as a graduation requirement, schools are now required to establish their own competency determination policies by October 2025. At Veritas Prep, students will continue to take MCAS at all required grade levels, though passing the test will not be required for graduation. The new policy allows students to meet competency standards either by passing MCAS or by earning a 60% or higher in all required courses. This policy will take effect in 2027. While the competency standard represents the state's minimum, Veritas' existing graduation requirements remain more rigorous.

Policy Implementation Timeline
The competency determination policy must be approved by the board and submitted to the state by October 2025. The committee reviewed the policy to surface questions prior to the full board vote. Depending on agenda capacity, the policy may be presented at the September or October board meeting. Required coursework will include English, mathematics, and science aligned to 10th-grade MCAS subjects.

B. Trustee Bylaws Review

Bylaws Review and Ex Officio Status
The committee discussed governance questions raised by Aaron Mendelson's transition off the board after reaching his term limit. His departure prompted questions about the possibility of an ex officio role, though Department of Education staff noted that ex officio positions are not explicitly defined in the current bylaws.

Rachel also learned that, despite completing financial disclosure forms for 14 years, she is not considered an ex officio board member under state definitions. As a school leader, she is not required to complete those forms.

The committee noted that the bylaws have not been reviewed since 2021 and agreed to keep this item on the agenda for ongoing review over the next month.

Term Limits and Board Member Categories
Current bylaws limit trustees to five consecutive three-year terms, a threshold Aaron has now reached. Discussion focused on creating categories such as *emeritus trustees* or *ex officio members* to preserve institutional knowledge.

Emeritus status would allow retired trustees to attend meetings in a non-voting capacity and provide advice. The committee considered this option for Aaron and other trustees, such as Lisa, who may step down due to attendance or term limits. The Department of Education confirmed such categories are permissible if clearly defined in the bylaws.

Directors and Officers Insurance Review
Bob raised the need to ensure Article 7's indemnification provisions in the bylaws align with current D&O insurance coverage. Rachel confirmed that coverage was significantly increased when Veritas changed insurance providers last year but agreed that legal counsel should review the provisions to ensure compliance. Lisa Doherty has managed such reviews in the past.

C. Aaron Mendelson Trustee Emeritus

D. Fuller made a motion to appoint Aaron Mendelson as trustee emeritus.
A. Errichetti seconded the motion.
The committee discussed appointing Aaron as trustee emeritus in recognition of his 15 years of service and his longstanding advocacy for high academic standards. Rachel emphasized the value of his institutional knowledge. A motion was made and seconded to designate Aaron as trustee emeritus, allowing him to attend meetings as a guest while the board considers bylaw revisions.

The committee **VOTED** unanimously to approve the motion.

D. Next Steps

Next Steps

- Committee members will continue individual review of the bylaws with an eye toward formalizing ex officio and emeritus trustee roles.
- Legal counsel will review the D&O insurance policy for compliance with indemnification provisions.
- The competency determination policy will be presented for board approval in September or October.
- Nicole will follow up with DESE regarding Bob Leonard's pending trustee approval status.

III. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 10:46 AM.

Respectfully Submitted,
R. Romano

Documents used during the meeting

- VPCS Competency Determination Policy.pdf
- VPCS Board of Trustees Bylaws.docx