APPROVED

Veritas Preparatory Charter School

Minutes

Governance Committee Meeting

Zoom Meeting

Date and Time
Friday October 10, 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), X. Delobato (remote)

Committee Members Absent
R. Leonard

Non Voting Members Present
A. Mendelson (remote)

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

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

D. Fuller called a meeting of the Governance Committee of Veritas Preparatory Charter School to order on Friday Oct 10, 2025 at 10:06 AM.

C. Approve Minutes

D. Fuller made a motion to approve the minutes from Governance Committee Meeting on 09-12-25.
A. Errichetti seconded the motion.
The committee **VOTED** unanimously to approve the motion.

II. Governance

A. Bylaws – Revisions or Edits

Next, the committee engaged in a comprehensive review of the bylaws, beginning with written comments submitted by David. Rachel acknowledged receipt of these notes and led a collaborative review of proposed revisions. David recommended an update to Article 1, Section 3 to reflect the organization’s current address or recognize the high school location, which the group agreed was an important administrative update. The committee also revisited the board size requirement, confirming that the existing range of seven to fifteen trustees remains appropriate, as Veritas typically maintains eleven to thirteen active members.

The discussion turned to term limits and staggered terms. The bylaws currently allow trustees to serve up to five successive three-year terms (fifteen years total). This was extended from nine years to accommodate founding members. The committee agreed to remove outdated language regarding staggered terms for initial trustees, as it is no longer relevant after fifteen years of operation.

The trustee removal process was reviewed in light of the case that occurred this past year. David highlighted the requirement for thirty days’ notice via registered mail before a removal vote. Rachel acknowledged that this step was not followed precisely during this past year's removal, though the team made multiple documented attempts to reach him. Nicole added that the situation and communications were formally documented in the board management system. The committee agreed on the importance of strictly adhering to removal procedures outlined in the bylaws moving forward.

The committee then discussed meeting frequency, confirming that the bylaws require at least seven regular meetings plus one annual meeting per year. Rachel noted that

Veritas typically exceeds this minimum, allowing flexibility to skip months like July or November if needed while remaining compliant.

On remote participation, David questioned whether current language sufficiently covers extensions to remote meeting laws. Nicole confirmed that remote meeting allowances are extended through June 30, 2027. The committee concluded that existing language is sufficient to meet current requirements.

The group reviewed committee structure requirements, noting that only the Governance Committee is mandated by the bylaws, while other committees—such as Finance and Academic Achievement—are established through board resolution. Rachel explained that this provides flexibility to adapt committee structures based on needs. Robert's Rules of Order remain the referenced standard for procedural guidance during meetings, which David affirmed is helpful for managing complex discussions.

Regarding amendment procedures, the committee confirmed that Article 10 outlines a clear process requiring drafting, discussion, a two-thirds vote, and submission to the Commissioner.

Members agreed that revisions are not urgent and can be finalized over the coming months.

B. Board Recruitment & Succession Planning

The conversation then shifted to board succession planning, particularly around the Treasurer role, as Denise has served beyond typical term limits. Rachel emphasized the importance of targeting candidates with financial expertise to strengthen leadership continuity. Rachel also proposed a new onboarding approach in which potential trustees serve on committees prior to official board appointment. This would allow both the candidate and the board to assess mutual fit before committing to full membership. She cited recent experiences, as examples where this approach might have been beneficial.

Committee members shared mixed feedback on the proposal. David supported the idea, suggesting service through the June annual meeting before full appointment. Aaron asked how to set clear expectations with potential candidates during this period, while Xiomara expressed concern that lengthy evaluation phases could discourage strong candidates with multiple opportunities. Ann cautioned against overhauling processes based on isolated issues.

The group also discussed hybrid meeting technology, agreeing that better tools are needed to support remote participation and retention of busy but committed trustees. Rachel acknowledged this as an ongoing priority.

On recruitment communication, the committee emphasized the need for clear messaging about attendance expectations and quorum requirements during recruitment to prevent engagement challenges. Xiomara shared insights from her experience on the NPM board, where new trustees undergo a structured onboarding process that includes a signed commitment agreement outlining attendance, contributions, and confidentiality expectations. The committee agreed this model promotes accountability and transparency.

The committee also discussed financial contribution expectations. Xiomara explained that NPM trustees maintain annual sustaining memberships around $1,200. While Veritas trustees already give meaningfully, the group considered the potential benefits of establishing formal giving guidelines without setting restrictive amounts.

Xiomara then introduced Andres Gomez, Director of Hospitality at MGM, as a promising new trustee candidate with strong community ties and alignment with the Veritas mission. Rachel shared that both she and Steve Mahoney were impressed following his tour and meeting. Andres will observe an upcoming board meeting before final consideration. His addition would bring the board to thirteen members, which the committee views as optimal.

Finally, the group reaffirmed strategic recruitment priorities, emphasizing the need for candidates with financial backgrounds to strengthen the Finance Committee and succession pipeline for the Treasurer role.

C. Additional Items

The Governance Committee meeting opened with a review of the Gratitude Book product, during which Ann praised the quality and presentation of the book that Katrina developed. Rachel explained that Veritas originally hired a design firm last year to create the format and that the current version builds upon that model with updated content. The electronic edition—featuring interactive page flipping—was well received by board members.

Discussion followed regarding whether to continue producing both hard copies and digital versions. While Ann noted that the hard copies are a nice personal touch, she and others agreed the digital version is more practical for reference and sharing. Nicole highlighted the value of maintaining printed copies for use at board meetings and for distribution to visitors and partners. Rachel concluded that the school will continue producing both versions since the distribution list remains small.

The committee then discussed board member status updates. David Fuller inquired about the activation of Bob Leonard as a trustee. Nicole confirmed that Bob has been fully approved and onboarded, with all necessary approvals completed and formal notification sent.

D.

Next Steps

- The committee will redline the bylaws with agreed-upon revisions and bring them back for review before presenting to the full board.
- Xiomara will draft onboarding commitment documents based on her NPM experience for the next governance meeting.
- The new onboarding process will be piloted with Andres Gomez as he moves through the trustee consideration process.
- Recruitment efforts will focus specifically on identifying candidates with financial expertise who could eventually succeed into the treasurer role.
- The committee will continue developing board succession planning strategies with particular attention to the finance leadership pipeline.

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 11:07 AM.

Respectfully Submitted,
D. Fuller

Documents used during the meeting

- VPCS Board of Trustees Bylaws.docx