APPROVED

Veritas Preparatory Charter School

Minutes

Governance Committee Meeting

Zoom Meeting

Date and Time
Friday November 21, 2025 at 12:00 PM

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), R. Leonard (remote)

Committee Members Absent
A. Mendelson, X. Delobato

Guests Present
N. Gauthier

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 Nov 21, 2025 at 12:04 PM.

C. Approve Minutes

D. Fuller made a motion to approve the minutes from Governance Committee Meeting on 10-10-25.
A. Errichetti seconded the motion.
The committee **VOTED** unanimously to approve the motion.

II. Governance

A. Bylaws – Revisions and Edits

Bylaw Revisions for High School Address and Staggered Terms
The committee reviewed two previously identified bylaw updates. First, Article I, Section 3 will be revised to include the high school address, a straightforward change ensuring the bylaws reflect current organizational facilities. Second, the committee agreed to remove outdated language in Article II, Section 5 regarding staggered terms for the original trustees. This provision was designed to prevent all founding members from rotating off simultaneously but is no longer relevant more than fifteen years after the school's establishment.

The committee also revisited how trustee terms are calculated. Trustees begin their term on the date of appointment, but their first "year" is considered complete after the passage of three annual meetings, regardless of start date. Bob raised concerns about trustees who join close to the June 30 annual meeting, but the committee agreed that existing language already provides adequate clarity. Members also agreed that even partial first years count toward the 15-year maximum term length, which they felt remains appropriate and offers flexibility.

Trustee Term Limits Discussion
Bob asked whether a 15-year term limit remains aligned with typical governance practices. Ann provided historical context, explaining that the term structure was originally designed to preserve continuity and institutional knowledge among founding members. David emphasized that trustees are not obligated to serve a full 15-year term, as annual renewals allow for voluntary transitions. After discussion, the committee concluded that the current limit continues to serve the school well and recommended leaving this section unchanged.

Trustee Removal Procedure Enhancement

The committee revisited trustee removal procedures after experiencing difficulty contacting an unresponsive trustee earlier in the year. Current bylaws require notification via registered mail, which proved limiting when the trustee was unreachable through standard means. Ann described attempted outreach via phone and email prior to sending a formal letter. The committee agreed that the bylaws should include alternative communication methods to ensure reasonable efforts can be made in similar situations. Bob Leonard confirmed that Article II, Section 8 provides a strong baseline but supported adding clarifying language. The committee recommends legal review to ensure revised procedures comply with state and charter regulations.

Committee Structure Formalization

The committee discussed the structure and formalization of board committees. Currently, only the Governance Committee is explicitly established in the bylaws, while the Finance and Academic Achievement Committees operate through board resolution despite being active for a decade or more. David expressed surprise that these longstanding committees do not have formal recognition. Aaron agreed they are equally essential to board oversight and school operations and should be codified accordingly. While Bob noted that formalizing committees creates mandatory operational requirements, he and other members agreed that the benefits—clarity, permanence, and alignment with actual practice—outweigh the constraints. The committee voted to add both the Finance and Academic Achievement Committees to Article V, using the same three-year term structure outlined for the Governance Committee.

Board Candidate Vetting Process Decision

The committee revisited previous conversations about establishing a formal requirement for prospective trustees to attend committee or board meetings for three to six months before appointment. Members reaffirmed their decision not to codify such expectations in the bylaws. While trustees may still invite and encourage prospective candidates to observe meetings informally, the committee agreed that a mandated timeframe would be overly restrictive and unnecessary. No changes will be added to the bylaws.

Trustee Financial Contribution Expectations

The committee confirmed its earlier decision to maintain trustee financial contribution expectations as board policy rather than formal bylaw requirements. This approach preserves flexibility while still providing clarity during trustee onboarding. Xiomara expressed at last month's meeting that she will prepare examples from other boards to demonstrate typical contribution ranges and approaches, ensuring expectations are communicated clearly without creating rigid mandates.

B. Legal Counsel Update

The committee reviewed questions raised by Bob regarding the Directors and Officers (D&O) insurance policy, specifically the retroactive coverage date of September 13, 2012 included in the recommendation from legal counsel. Bob noted that the retroactive date determines which past actions fall under coverage: the policy covers any conduct occurring **after** that date, but excludes events that took place **before September 2012**. He explained that this is particularly relevant because Massachusetts permits extended statute of limitations for certain claims—such as sexual misconduct cases—allowing individuals to file until the age of 53. Bob suggested that the September 2012 date likely corresponds with the founding of Veritas Prep Charter School, making earlier coverage unnecessary since the organization did not yet exist. Nicole agreed to follow up with Rachel to confirm the rationale for selecting that specific retroactive date and ensure the school's coverage is appropriate.

C. CEO Annual Goals Review and Feedback

The committee discussed the upcoming CEO goal review scheduled for the December extended board meeting. Members received the CEO goals and accompanying strategic priorities documents in advance and were asked to review them ahead of the meeting. Nicole will provide additional guidance outlining how committee members should evaluate the goals for alignment with the Board's governance-related strategic priorities. Since David will be unable to attend the December meeting, he will submit his feedback in writing ahead of 12/18. The review process will mirror the approach used in the other committees throughout November as part of the coordinated goal review initiative.

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 12:50 PM.

Respectfully Submitted,
D. Fuller

Documents used during the meeting

- VPCS Board of Trustees Bylaws.pdf
- Trustee Bylaws Updates November 2025.docx
- FY26 CEO Goals_summary.docx