APPROVED

Veritas Preparatory Charter School

Minutes

Governance Committee Meeting

Zoom Meeting

Date and Time
Friday August 28, 2026 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), M. Freeman (remote)

Committee Members Absent
None

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

I. Opening Items

A.

Record Attendance and Guests

B. Call the Meeting to Order

A. Errichetti called a meeting of the Governance Committee of Veritas Preparatory Charter School to order on Friday Aug 28, 2026 at 10:03 AM.

C. Approve Minutes (1)

A. Errichetti made a motion to approve the minutes from Governance Committee Meeting on 04-17-26.
D. Fuller seconded the motion.
Michael Freeman abstained from the vote because he was not yet a member of the Governance Committee.
The committee **VOTED** to approve the motion.

Roll Call

A. Errichetti	Aye
M. Freeman	Abstain
D. Fuller	Aye

D. Approve Minutes (2)

A. Errichetti made a motion to approve the minutes from Governance Committee Meeting on 05-08-26.
D. Fuller seconded the motion.
Michael Freeman abstained from the vote because he was not yet a member of the Governance Committee.
The committee **VOTED** to approve the motion.

Roll Call

M. Freeman	Abstain
D. Fuller	Aye
A. Errichetti	Aye

E. Approve Minutes (3)

A. Errichetti made a motion to approve the minutes from Governance Committee Meeting on 06-12-26.
D. Fuller seconded the motion.
Michael Freeman abstained from the vote because he was not yet a member of the Governance Committee.
The committee **VOTED** to approve the motion.

Roll Call

D. Fuller	Aye
M. Freeman	Abstain
A. Errichetti	Aye

II. Governance

A. Open Meeting Law Review

The Committee conducted a review of Open Meeting Law (OML) compliance, with particular attention to findings identified during previous DESE charter renewal and site visit reviews. Members revisited the earlier finding that Board meeting minutes did not consistently include a list of documents and exhibits used during meetings, as required by OML. Nicole reviewed the corrective action that was implemented following that finding, including the use of BoardOnTrack to ensure that documents and materials reviewed during meetings are identified as part of the official meeting record. The Committee confirmed that this practice is now consistently incorporated into Board and committee minutes. The school’s 2026 renewal application also identifies this as a corrective action taken during the current charter term.

The Committee then reviewed the OML finding identified during the 2024 site visit related to the Board’s use of executive session. Specifically, DESE found that minutes from a July 14, 2023 Executive Committee meeting did not identify the reason for entering executive session, while minutes from the July 27, 2023 Board meeting indicated that the Board entered executive session to discuss the Executive Director’s annual performance review, which is not one of the ten permissible purposes for executive session. DESE also noted that the minutes did not include a sufficient summary of the discussions that occurred.

Members discussed how the Board’s practices have changed in response to this finding and reviewed the distinction between discussing the CEO’s performance evaluation and discussing compensation. The Committee agreed that the CEO’s annual performance evaluation should be presented and discussed during an open meeting. If the Board needs to discuss salary or compensation negotiations and an applicable OML purpose permits executive session, the Board may separately vote to enter executive session for that specific purpose. Members emphasized the importance of clearly separating the two discussions, properly stating the permissible purpose when entering executive session, and documenting the discussion and any Board action appropriately in the meeting minutes.

The Committee discussed the importance of maintaining a meaningful process that allows trustees to provide candid feedback regarding CEO performance while remaining compliant with OML. Members agreed that the CEO evaluation and compensation process should be clearly documented and standardized so that future Board Chairs understand the appropriate sequence and procedures. The current annual evaluation process includes trustee and direct-report feedback collected through BoardOnTrack, and previous DESE review has recognized the Board’s established annual CEO evaluation process while identifying the need for clearer documentation of Board discussion and formal action.

As part of this discussion, members reviewed past Board records to better understand how CEO evaluation and compensation discussions had historically been handled. Nicole confirmed that the August 2024 Executive Committee meeting had been appropriately documented.

The OML discussion also led to a broader conversation about governance continuity and Board leadership succession. Members recognized that Veritas has benefited from long-tenured trustees but does not currently have a sufficiently developed pipeline for future Board officer roles. The Committee discussed succession planning as an important governance priority, including identifying and preparing trustees who may be interested in serving as Vice Chair, Chair, Treasurer, or in other leadership roles. This is also consistent with prior DESE feedback, which noted that while Veritas has a formal succession plan for the school leader, the Board was still working to establish a clear succession plan for Board leadership.

Rachel shared that she planned to speak with Rebecca about her potential interest in assuming a future Board leadership role, including the possibility of serving as Chair. Members discussed the importance of approaching succession intentionally rather than waiting until an officer vacancy occurs, and of documenting key governance processes so institutional knowledge is not dependent on individual trustees.

The Committee also discussed trustee term limits and the current bylaw provision establishing a 15-year limit on Board service. Members noted that this is a relatively long-standing governance provision and discussed whether it continues to meet the Board's needs as Veritas enters its next charter term. Rather than recommending an immediate bylaw change, the Committee agreed that it would first be helpful to understand which current trustees are approaching the 15-year limit. Nicole will compile that information for a future Governance Committee discussion.

B. Review of FY26 Goals and Discussion of FY27 Priorities

Due to the length and depth of the Open Meeting Law and governance discussion, the Committee did not have sufficient time to conduct the planned formal review of FY26 goals or develop FY27 Governance Committee goals.

However, several potential FY27 priorities emerged through the preceding discussion. These included **developing a formal Board leadership succession plan; strengthening the pipeline for Board officer and Governance Committee leadership; codifying the CEO evaluation and compensation process; continuing to monitor and reinforce OML compliance; reviewing trustee terms and the Board's current term-limit provisions; and ensuring that important governance practices are documented so they can be consistently followed as Board leadership changes.** These themes build on governance priorities previously identified by the Board, including trustee onboarding, recruitment for governance and officer succession, and review of Board leadership succession and term limits.

The Committee agreed to continue the FY27 goals discussion at a future meeting and use the issues identified during this meeting to inform the development of a focused set of Governance Committee priorities for the year.

III. Other Items

A. Next Steps

- **Nicole** will compile information regarding current trustee terms and identify trustees approaching the 15-year service limit for discussion at a future Governance Committee meeting.
- **Rachel** will connect with Rebecca regarding potential interest in a future Board leadership role.
- **Rachel/Board leadership** will document a standardized process for the annual CEO evaluation and compensation discussion, including the appropriate separation between the open-session performance evaluation and any compensation discussion conducted under a permissible executive-session purpose.
- **Governance Committee** will continue developing a Board leadership succession plan and consider succession planning, OML compliance, governance process documentation, trustee recruitment/engagement, and term-limit review as potential components of its FY27 goals.

IV. 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 11:03 AM.

Respectfully Submitted,
D. Fuller

Documents used during the meeting

- VPCS Governance OML Compliance Review.docx
- OML Regulations.pdf
- Committee Feedback for Strategic Priorities August 2025.docx
- Strategic Planning Discussion Framework.docx