



# Pioneer Valley Performing Arts Charter Public School

## Monthly Gov Committee Meeting

Published on September 30, 2022 at 3:33 PM EDT  
Amended on October 2, 2022 at 8:10 PM EDT

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### Date and Time

Wednesday October 5, 2022 at 8:00 PM EDT

### Location

REMOTE: <https://dartmouth.zoom.us/j/94206079810?pwd=OU4xS1BLQUI0cUlkUkk5dGJkQWpZUT09&from=addon>

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### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>8:00 PM</b>
<b>A. Record Attendance</b>			1 m
<b>B. Call the Meeting to Order</b>			
<b>C. Read Mission Statement</b>			1 m
PVPA offers its students intensive exposure to the performing arts within the context of an excellent college preparatory curriculum.			
<b>D. Approve Sept 7 Gov Mtg Minutes</b>	Approve Minutes		1 m
<b>E. Approve June 15 Gov Committee Minutes</b>	Approve Minutes		1 m
<b>II. Governance</b>			<b>8:04 PM</b>
<b>A. New Member &amp; Recruitment Plan Discussion</b>	Discuss		15 m
Oct 15 deadline for new member nominations. Bring recommended new members to Nov full board meeting. How else can we recruit new members?			

	Purpose	Presenter	Time
<b>B. New Member Vetting &amp; On-Boarding Discussion</b>	Discuss		15 m
<ul style="list-style-type: none"> <li>• Review New Nominee Vetting Questions</li> <li>• Review New Nominee Evaluation Rubric</li> </ul>			
<b>C. ByLaws Updates Discussion</b>	Discuss		25 m
Start review of bylaws. Discuss plan for drafting updates.			
<b>III. Other Business</b>			<b>8:59 PM</b>
<b>A. Discussion of potential new policies from Head of School</b>	Discuss		5 m
<b>B. Confirm Monthly Meeting Time</b>			2 m
1st Wednesday of each month from 8-9 - does that work for everyone?			
<b>IV. Closing Items</b>			<b>9:06 PM</b>
<b>A. Adjourn Meeting</b>	Vote		

# Coversheet

## Approve Sept 7 Gov Mtg Minutes

**Section:** I. Opening Items  
**Item:** D. Approve Sept 7 Gov Mtg Minutes  
**Purpose:** Approve Minutes  
**Submitted by:**

**Related Material:**

Minutes for September Governance Committee Meeting on September 7, 2022  
2022\_09\_07\_september\_governance\_committee\_meeting\_minutes.pdf

APPROVED



# Pioneer Valley Performing Arts Charter Public School

## Minutes

### September Governance Committee Meeting

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#### Date and Time

Wednesday September 7, 2022 at 8:00 PM

#### Location

Zoom: <https://dartmouth.zoom.us/j/99651068506?pwd=b2FsWEIwemN1VHJhOTc1cFpnTys1QT09&from=addon>

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#### Committee Members Present

EJ Lafleur (remote), LATRINA DENSON (remote), Shino Pichette (remote)

#### Committee Members Absent

Jacob Rosenblum, Karin Kayser

#### Guests Present

Brent Nielsen (remote), David Potter (remote)

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### I. Opening Items

#### A. Record Attendance

#### B. Call the Meeting to Order

Shino Pichette called a meeting of the Governance Committee of Pioneer Valley Performing Arts Charter Public School to order on Wednesday Sep 7, 2022 at 8:22 PM.

Shino read the PVPA mission statement.

#### C. Approve Minutes

No minutes to approve.

**D. Welcome new committee members**

Introductions.

Chose not to discuss shared norms due to missing some members.

**II. Governance**

**A. Discuss committee goals for 22-23 year**

Reviewed list of items included in agenda.

- SAP review should be done by playing to our strengths. Have people keep an eye on the things they are most aware of.
- Maybe Governance Committee looks at SAP just for Board Goals.
- Maybe check with Mike Mizonni about who should be in charge of the SAP.

No new goals to add for now.

**B. Discuss committee challenges for 22-23 year**

- Starting with low board numbers
- March remote rule revisited - we have remote members
- No current clear succession plans

**C. Review initiatives accomplished in 21-22 year**

Discussed, not a particularly productive year last year.

**III. Other Business**

**A. SAP Review Tracking Brainstorm**

Discussed whether or not this should be in Gov Committee responsibilities or in Head of School Support and Evaluation committee.

**IV. Closing Items**

**A. Set regular monthly meeting time**

Decided to hold off on setting a regular meeting time because not all members present.

**B. Adjourn Meeting**

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 9:10 PM.

Respectfully Submitted,  
Shino Pichette



# Pioneer Valley Performing Arts Charter Public School

## Minutes

### September Governance Committee Meeting

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#### Location

Zoom: <https://dartmouth.zoom.us/j/99651068506?pwd=b2FsWEIwemN1VHJhOTc1cFpnTys1QT09&from=addon>

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#### Committee Members Absent

Jacob Rosenblum, Karin Kayser

#### Guests Present

Brent Nielsen (remote), David Potter (remote)

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Shino read the PVPA mission statement.

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**B. Adjourn Meeting**

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Respectfully Submitted,  
Shino Pichette

# Coversheet

## Approve June 15 Gov Committee Minutes

<b>Section:</b>	I. Opening Items
<b>Item:</b>	E. Approve June 15 Gov Committee Minutes
<b>Purpose:</b>	Approve Minutes
<b>Submitted by:</b>	
<b>Related Material:</b>	Minutes for June 2022 Governance Meeting on June 15, 2022 2022_06_15_june_2022_governance_meeting_minutes.pdf



APPROVED



# Pioneer Valley Performing Arts Charter Public School

## Minutes

### June 2022 Governance Meeting

#### Governance Committee

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#### Date and Time

Wednesday June 15, 2022 at 7:00 PM

#### Location

Online access:

Zoom Account is inviting you to a scheduled Zoom meeting.

Topic: Governance Committee Meeting

Time: Jun 15, 2022 07:00 PM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/87915461853?pwd=R2hob3pjZ2RMbIE1NGZsbkNyOVJjQT09>

Meeting ID: 879 1546 1853

Passcode: D71EuX

One tap mobile

+13017158592,,87915461853#,,,,\*952623# US (Washington DC)

+13126266799,,87915461853#,,,,\*952623# US (Chicago)

Dial by your location

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 929 205 6099 US (New York)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 669 900 6833 US (San Jose)

Meeting ID: 879 1546 1853

Passcode: 952623

Find your local number: <https://us02web.zoom.us/j/87915461853?pwd=R2hob3pjZ2RMbIE1NGZsbkNyOVJjQT09>

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This Meeting should take about an hour.

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### **Committee Members Present**

Jacob Rosenblum (remote), Karin Kayser (remote), Marty Espinola (remote), Shino Pichette (remote)

### **Committee Members Absent**

Andrea Nathanson, Brent Nielsen, Janice Pamphile, Richard Pouliot

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## **I. Opening Items**

### **A. Record Attendance**

### **B. Call the Meeting to Order**

Marty Espinola called a meeting of the Governance Committee of Pioneer Valley Performing Arts Charter Public School to order on Wednesday Jun 15, 2022 at 7:12 PM.

### **C. Approve Minutes**

Shino Pichette made a motion to approve the minutes from May 18th Governance Meeting on 05-18-22.

Karin Kayser seconded the motion.

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

#### **Roll Call**

Jacob Rosenblum	Aye
Karin Kayser	Aye
Shino Pichette	Abstain
Janice Pamphile	Absent
Andrea Nathanson	Absent
Richard Pouliot	Absent
Brent Nielsen	Absent
Marty Espinola	Aye

## **II. Governance Committee**

### **A. Succession Planning**

The discussion from last Governance meeting of terms and officers constitute our report on succession planning.

Shino raises that she will not be able to take on the role of Vice President if the remote provision ends. She agrees to share this with the Board.

Jake raises a similar issue and agrees to share this with the Board.

Marty will propose a planning committee for the summer retreat at the 6/15 Board meeting.

### **B.**

### **Board Membership Update**

The Governance Committee agrees to recommend Sofia Getoff-Scanlon as an alumni member at the next meeting.

Marty will report to the Board tomorrow that Andrea is finishing her term, Mindi is likely finishing her third and final consecutive term (we will clarify prior to the meeting), and Marty is not returning.

We will recommend sending a call to the school community to recruit individuals who will be able to serve on the Board.

### **C. Possible Changes to By-Laws**

The process for changing the bylaws is a recommendation to the Board, a vote by the Board, and a request for approval from DESE.

We discussed changing term length before officer eligibility and size of the board.

## **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 7:46 PM.

Respectfully Submitted,  
Jacob Rosenblum

DRAFT



# Pioneer Valley Performing Arts Charter Public School

## Minutes

### June 2022 Governance Meeting

#### Governance Committee

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#### Date and Time

Wednesday June 15, 2022 at 7:00 PM

#### Location

Online access:

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### **Committee Members Present**

Jacob Rosenblum (remote), Karin Kayser (remote), Marty Espinola (remote), Shino Pichette (remote)

### **Committee Members Absent**

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Karin Kayser seconded the motion.

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

#### **Roll Call**

Brent Nielsen	Absent
Marty Espinola	Aye
Richard Pouliot	Absent
Andrea Nathanson	Absent
Shino Pichette	Abstain
Karin Kayser	Aye
Jacob Rosenblum	Aye
Janice Pamphile	Absent

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## **III. Closing Items**

### **A. Adjourn Meeting**

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Respectfully Submitted,  
Jacob Rosenblum

# Coversheet

## New Member Vetting & On-Boarding Discussion

<b>Section:</b>	II. Governance
<b>Item:</b>	B. New Member Vetting & On-Boarding Discussion
<b>Purpose:</b>	Discuss
<b>Submitted by:</b>	
<b>Related Material:</b>	Interview Qs for Potential New Members.docx New Member Evaluation Rubric.docx

Name of Nominee:

Date of Interview:

Where are you from? (Town, school, personal story)

What is your relationship to PVPA? (parent, alumni, community member) And what do you know about the school?

What do you do for work right now, and how might this support the mission of PVPA?

Please tell me a bit about why are you interested in joining the PVPA board?

Can you tell me a bit about that experience / strengths that you would bring? (Areas of interest: arts, finance, legal, board governance, diverse perspectives)

Do you have any prior board experience? If so, please speak about the effectiveness of that board and generally what you think makes board most effective.

What do you see as the role of the ideal board member? [Look for volunteerism and appropriate understanding of governance]

Are there any specific issues you'd like to see the board taking action on? Do you have any agenda / goal for your time on the board?

Please describe a situation in which you had a conflict with a team member, employee, or manager. What strategies did you use to resolve the conflict?

Do you have the time available to commit right now? (6-10 hours per month.) What conflicts would your service to this board present?

Do you have any past issues or conflicts of interest that could potentially interfere with your service on the board?

Any questions for me about the board or anything else?



Information for interviewer to share about the PVPA board for new members to consider:

- Expectations that attend monthly meetings and join a committee.
- 2nd Tuesday of the month at 6pm.
- If not been part of a board before, explain a bit about it.
- Explain a bit about PVPA culture if needed.

## Evaluating Potential New Board Members for PVPA Board

### **Key skills & Expertise:**

*The Board must manage the business end of things. Does this nominee bring key skills and expertise in any of the following categories?*

- Finance
- Facilities background
- HR, personnel
- Fundraising dev
- Education
- Marketing
- DEI training
- Previous board governance experience
- Local community engagement

### **Board Member Qualities:**

*In addition to skills, it is crucial that board members possess other qualities to be successful in this role. Does this nominee show many of these qualities?*

- Entrepreneurial spirit
- Sense of humor
- Passion for the mission
- TIME available
- Ability to work well in a group

### **Diversity Considerations:**

*It is crucial that our board represent our student body, and bring varying perspectives to the table. When selecting new members, be mindful of the type of diversity a candidate might represent.*

- Ethnicity
- Gender
- Age
- Geography
- Religion
- Socio-economic
- Physical ability

# Coversheet

## ByLaws Updates Discussion

<b>Section:</b>	II. Governance
<b>Item:</b>	C. ByLaws Updates Discussion
<b>Purpose:</b>	Discuss
<b>Submitted by:</b>	
<b>Related Material:</b>	PVPA Bylaws.pdf

**PIONEER VALLEY PERFORMING ARTS  
CHARTER PUBLIC SCHOOL**

**BYLAWS**

Revised September 25, 2017

ARTICLE 1

Section 1.1 Name

The name of the organization shall be Pioneer Valley Performing Arts Charter Public School (PVPA). All references in these bylaws to the “Charter” shall be construed to mean the Organizational Charter and Charter Renewals of PVPA; subject to the amendment of M.G.L. C. 71 §89.

Section 1.2 Purpose

PVPA provides students with a supportive and challenging environment that is responsive to multiple learning styles, emphasizes learning through the arts, and integrates creative and critical thinking throughout the curriculum. Graduates of PVPA will emerge with a greater sense of self-esteem, a direction for their individual creativity, and the ability to meet challenges as life-long learners.

Section 1.3 Mission

The Pioneer Valley Performing Arts Charter Public School offers its students intensive exposure to the performing arts within the context of an excellent college preparatory curriculum.

Section 1.4 Fiscal Year

The fiscal year of PVPA shall begin on July 1 and end on June 30 of the following calendar year.

ARTICLE 2

Board of Trustees

Section 2.1 Authority

The Board of Trustees holds the charter granted by the Commonwealth of Massachusetts. It is a public entity that operates independently of a school committee. The Board of Trustees shall have the general management and control of all the property, affairs, and funds of PVPA

and shall exercise all the powers of PVPA except such as are expressly reserved by these bylaws or by law. The Board of Trustees will not exercise managerial powers over the day-to-day operations of PVPA.

## Section 2.2 Powers

Powers of the Board of Trustees include, but are not limited to:

- a. adopting amending, or repealing the bylaws, contingent upon the approval of the Commissioner of Elementary and Secondary Education (commissioner);
- b. amending the material terms of PVPA's charter, with the approval of the commissioner or Board of Elementary and Secondary Education , as applicable;
- c. submitting charter amendments to the Massachusetts Department of Elementary and Secondary Education (ESE);
- d. determining general school policies in compliance with state and federal laws
- e. supervising the financial affairs of PVPA and approving the annual budget
- f. selecting, appointing, evaluating and/or removing the Head of School.

## Section 2.3 Responsibilities

The Board of Trustees may not discriminate against potential members on the basis of race, color, national origin, creed, ancestry, ethnicity, age, gender identity, religion, marital status, sexual orientation, or non-disqualifying handicap or mental condition. The responsibilities of the Board shall include that PVPA operates in compliance with all applicable state and federal laws, including, but not limited to:

- serving PVPA in accordance with it fiduciary duty, duty of loyalty, and duty of care;
- abiding by PVPA's Code of Conduct, Conflict of Interest, and Confidentiality policy statements;
- not having a direct or indirect financial interest in the assets or leases of PVPA;
- disclosing any financial interest, direct or indirect, in the business transactions of PVPA;
- complying with all laws and regulations applicable to members and Boards of Trustees;
- acting in ways that will promote PVPA's efforts to be an academic success, maintain organizational viability, be faithful to the terms of its charter, and earn charter renewal;
- complying with the Commonwealth's state ethics requirements including, but not limited to, meeting all training requirements; complying with G.L.c.268A, the conflict of interest law; filing all required disclosures under

G.L.c.268A; and filing all statements of financial interest in a timely fashion as required by G.L.c.71, §89(u);

- completing the opening procedures process in accordance with M.G.L.c. 70, §89; 603 CMR 1.00; and any guidelines issued by the Department of Elementary and Secondary Education;
- requesting the approval of the Commissioner of the DESE (“Commissioner”) of any new trustees and receiving that approval prior to any new trustees beginning their service as members;
- submitting timely annual reports;
- submitting timely annual independent audits;
- hiring, evaluating, and removing, if necessary, qualified personnel to manage PVPA’s day-to-day operations and holding these administrators accountable for meeting specified goals;
- approving and monitoring progress towards meeting the goals of PVPA’s Accountability Plan;
- adopting and revising school policies, including plans for student recruitment and retention;
- responding to complaints in writing as required by 603 CMR 1.09; and
- orientating and training members of the Board regarding their duties and obligations as members of the Board.

#### Section 2.4 Composition

The Board of Trustees shall be consist of no fewer than fifteen (15) members and no more than twenty (20) members, and must represent these constituencies of school members:

- three (3) or more parents of current students,
- no more than five (5) students,
- four (4) or more community members,
- no more than two (2) teachers and/or staff,

All individual members of the Board of Trustees are special state employees.

#### Section 2.5 Voting & Quorum

Members of the Board of Trustees who are 18 years of age and older shall have voting power. A quorum is a majority of voting members serving on the board. A quorum-is required for action by the Board of Trustees. Unless otherwise stated in these bylaws, action is determined by a majority vote of voting members at all meetings.

Any member of the Board may participate remotely in a meeting provided that such participation complies with the requirements of 940 CMR 29.10, including, but not limited to,

meeting the permissible reasons for remote participation. Such remotely participating trustees have full voting powers.

#### Section 2.6 Election of Members

The Board of Trustees elects its members by a formal vote, normally at its meeting in May of each year.

#### Section 2.7 Nominations

Members are nominated for election to the Board of Trustees in the following process:

- Teacher and staff members are nominated by vote of the faculty and staff;
- Parent members are nominated by the Governance Committee, following a call for volunteers;
- Student members are nominated by vote of the student body;
- Community members are nominated by the Governance Committee, following a call for recommendations.

The Governance Committee shall serve as Nominating Committee. Newly elected trustees will take office when both of the following have occurred: they have been duly elected by the Board of Trustees, and after they have been approved by the Commissioner of DESE.

#### Section 2.8 Vacancies

Vacancies may be filled by the Board of Trustees as they arise. In the event of one or more vacancies on the Board of Trustees, the remaining Trustees may exercise the powers of the full Board until such vacancy or vacancies are filled.

#### Section 2.9 Tenure and Terms

Subject to the section entitled “Nominations,” the tenure and terms of membership on the Board of Trustees are as follows:

- Teacher and staff members serve for a two year term.
- Parent members serve for a two year term
- Student members serve for a one year term
- Community members serve for either a two-year or three-year term.
- Unless otherwise stated in their election or as otherwise required by these bylaws or law (see the section entitled “Nominations”, all terms will commence on July 1. Terms terminate on June 30 of the last year of the term.
- Any trustee, other than a student member, who ceases to be a teacher, staff, or parent, will serve the remainder of their term as community members.

Members may serve up to three consecutive terms, at which time they must leave the Board for at least one year.

Section 2.10 Public employer.

The Board of Trustees of PVPA as an entity is a public employer for the purposes of tort liability under chapter 258 of the General Law and for collective bargaining purposes under chapter 150(e) of the General Laws.

Section 2:11 Public employees and immunity from liability.

Trustees' duties are exclusively to PVPA. There are no third party beneficiaries of the duties of individual trustees. Individual Trustees will not be liable for negligent or wrongful acts or omissions within the scope of their office or employment as provided by chapter 258 of the general law and/or by any other statute, regulation, or judicial decision, including, but not limited to, the law of sovereign immunity, and they are entitled to any other immunity or limitation of liability provided by chapter 258 of the general law and/or by any other statute, regulation, or judicial decision now or hereafter existing. .

## ARTICLE 3

### Meetings

Section 3.1 Meeting Regulations

The Board and its committees, irrespective of what the title may be, will comply in all respects with open meeting law, G.L. c. 30A, §§18–25, and the regulations, guidance, and directives of the Office of the Attorney General. This includes, but is not limited to, training, notice of meetings, records of meetings, and executive sessions. All meetings must be held in Massachusetts.

Section 3.2 Quorum

Quorum for meetings of the Board of Trustees is stated in these Bylaws, Section 2.5.

Section 3.3 Regular Meetings

Regular meetings of the Board of Trustees will take place monthly. Public notice shall be given of the date, time and location of all meetings in accordance with the law pertaining to open meetings of governmental bodies.



### Section 3.4 Special Meetings

Special meetings of the Board of Trustees may be held at any time and place when called by the President or by any two (2) or more voting Trustees.

Notice of Special Meetings shall be given to the Board of Trustees at least 48 hours in advance, in person or by electronic means. Notice of Special Meetings must include the reasonably anticipated purpose of the meeting, and must always include:

- contracts or transactions between PVPA and interested parties, or
- amendments to these bylaws.

### Section 3.5 Annual Meeting

The Annual Meeting of the Board of Trustees shall be set in June of each year.

### Section 3.6 Executive Sessions

The Board may hold executive sessions in case allowed by law in effect at the time in question. Such meetings may be held only when (a) the Board first convenes in an open session; (b) the presiding officer states the reason for meeting in the executive session, and (c) a majority of the Trustees then present votes to meet in executive session.

Prior to any executive session in which the Board meets to consider the reputation, character or health of an employee, or in which the Board considers the discipline of an employee, the board must give notice of such meeting to the individual at issue and provide the individual with the right to be present at such meeting, the right to counsel, and the right to speak on his or her own behalf.

## ARTICLE 4

### Officers

#### Section 4.1 Officers

Officers of the Board of Trustees shall include: President, Vice-President, Treasurer, and Clerk. All officers must have served at least one year on the Board before taking office, except for the office of Treasurer, which may also be filled by a person who has served at least one year on the Finance Committee.

#### Section 4.2 Election of Officers

Officers of the Board of Trustees shall be nominated by the Governance Committee and normally elected at the annual meeting of the Board of Trustees in June for terms beginning July 1. In the case of a vacancy, nominations and elections will take place as needed at a regularly scheduled Board meeting

#### Section 4.3 Tenure and Terms of Officers

Officers may serve for one, two, or three-year terms, and may serve multiple terms by vote of the Board of Trustees.

#### Section 4.4 President

The President, on behalf of and subject to the Board of Trustees, shall have general charge and supervision of the affairs of PVPA. The President shall preside at all meetings of the Trustees. In the event of his/her absence or disability, the Vice President shall perform the duties of the President. In the event of the absence or disability of both the President and Vice President, a chairman pro tem shall be elected by those present at such meeting and shall preside.

#### Section 4.5 Vice President

In the event of the President's absence or disability, the Vice President shall perform the duties of the President. The Vice President shall normally succeed the current President at the end of said President's term subject to Section 4.2.

#### Section 4.6 Treasurer

The Treasurer shall keep or shall cause to be kept regular books of account, shall report to the Board of Trustees at regular intervals the financial condition of PVPA, and shall ensure that a true and accurate accounting of the financial transactions of PVPA is made. Subject to the Board of Trustees, the Treasurer shall be in charge of the receipt and disbursement of the monies of PVPA. The Treasurer shall be in charge of the safekeeping of all investments and funds of PVPA. Funds and investments shall be held in such depository or depositories as the Board of Trustees shall select.

#### Section 4.7 Clerk

The Clerk shall have charge of the records of PVPA and shall maintain minutes of all meetings of the Board of Trustees and its committees. S/he shall be in charge of giving legally

required notices of meetings, and shall perform all duties commonly incident to her/his office including the filing and submission of reports as required by law. If the Clerk is absent from any meeting of the Board of Trustees, a Clerk pro tem shall be appointed by the President to keep the records of such meeting and perform such other duties of the Clerk as the meeting may prescribe.

#### Section 4.8 Powers and Duties of Officers

Each Officer shall have such duties and powers as are customarily incident to his/her office and such additional duties and powers as the Trustees may from time to time determine, subject to these bylaws, and to the control and direction of the Trustees and the directives contained in M.G.L. Ch. 71 §89,.

### ARTICLE 5

#### Committees

#### Section 5.1 Standing Committees

Standing Committees of the Board of Trustees shall be appointed from time to time as deemed necessary by the President or by vote of the full Board of Trustees. In case of a conflict between an appointment by the President and the Board of Trustees, the Board of Trustees' decision will control. Standing Committees normally include the following:

- Finance, and
- Governance.

Each Standing Committee must include a member of the Board of Trustees.

Duties of Standing Committees shall include:

- selecting goals and actions for the academic year;
- submitting goals to the President of the Board of Trustees;
- filing reports at the end of each academic year and as reasonably requested by the President.

#### Section 5.2 Ad Hoc Committees

Ad Hoc Committees of the Board of Trustees may be appointed from time to time as deemed necessary by the President or by vote of the full Board of Trustees. In case of a conflict between an appointment by the President and the Board of Trustees, the Board of Trustees' decision will control. Terms shall expire when the Ad Hoc Committee is dissolved by the

President or by the Board of Trustees. The Personnel Committee shall be an Ad Hoc Committee unless made a Standing Committee by vote of the Board.

## ARTICLE 6

### Resignations, Removals and Vacancies

#### Section 6.1 Resignations

Any Trustee or Officer may resign at any time by delivering his/her resignation in writing to the President or the Clerk or to a meeting of the Trustees. Such resignations shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof to the President or the Clerk or to a meeting of the Trustees.

#### Section 6.2 Removals

The Trustees may remove a member of the Board of Trustees or remove an Officer by vote of the majority of the voting Trustees with or without cause. If cause is assigned for removal of any Trustee or Officer, such Trustee or Officer may be removed only after a reasonable notice and opportunity to be heard before the body proposing to remove said Trustee or Officer.

#### Section 6.3 Vacancies

The Governance Committee shall recommend candidates for filling any vacancy among the Officers. The appointments to fill such vacancies shall be voted by the Board of Trustees.

Each such successor shall hold office for the unexpired term of his/her predecessor and until his/her successor shall be chosen or appointed and qualifies, or until s/he dies, resigns, is removed or becomes disqualified.

## ARTICLE 7

### Candidates for Board Membership

The Board shall exercise due diligence in assessing the suitability of candidates for Board membership with respect to potential conflicts of interest and areas of skill and expertise that will be of value to the Board, such due diligence to occur prior to a vote by the Board to request the Commissioner to appoint the proposed member(s). Prior to submitting a candidate to the Commissioner for approval, the Board must determine that no financial interests under G.L. c.

268A exist which may preclude a majority of the Board from participating in deliberations or voting on certain matters within the scope of the Board's authority. Board members must disclose any financial interest or business transactions that they (or any immediate family member) have in or with any charter school in Massachusetts or elsewhere with the Board, the state ethics commission, the DESE and the Town Clerk within 30 days of joining the Board and by September 1 annually, including the year after service is completed (unless service is less than 30 days in that year).

## ARTICLE 8

### Miscellaneous

#### Section 8.1 Execution of Papers

Unless the Board of Trustees shall otherwise generally or in any specific instance provide, any bill, note, check or other negotiable instrument shall be made, signed, accepted, or endorsed in the name and on behalf of PVPA, and any other contract or written instrument whatsoever shall be signed, sealed with PVPA seal, acknowledged and delivered, in the name and on behalf of PVPA, by a duly authorized officer or administrator.

#### Section 8.2 Charter School Seal

The Trustees may adopt and alter the seal of PVPA.

## ARTICLE 9

### Amendments

These bylaws may at any time be amended or repealed by vote of a majority of the voting Trustees. Notice of the substance of any proposed amendment or repeal shall be stated in the notice of any meeting of the Board called for the purpose of proposing such amendment or repeal. All amendments to bylaws are contingent upon the approval of the commissioner .

No change in the date of the annual meeting may be made within sixty days before the date fixed in these bylaws. Notice of any change of the date fixed in these bylaws for the annual meeting shall be given to the Trustees at least twenty days before the new date fixed for such meeting.

## ARTICLE 10

### Indemnification of Trustees and Officers

11.1. Generally. PVPA shall, to the extent legally permissible under MGL Chapter 258, Section 9, indemnify each person who serves or who has served at any time as a member of the Board of Trustees (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against and for any and all certain threatened or pending claims or administrative or judicial proceedings to which he or she may be or become subject because of his or her service as a member of the Board of Trustees; provided, however, that such Indemnified Officer acted (i) within the scope of his or her role as a member of the Board of Trustees, (ii) in good faith, and (iii) in the reasonable belief that his or her actions were in the best interests of PVPA, and further provided, that any such Indemnified Officer cooperates with PVPA in defending against any threatened or pending claim or administrative or judicial proceedings. Indemnification shall not be provided if not permitted under MGL Chapter 258, Section 9, and shall not be provided if such Indemnified Officer acted in a grossly negligent, willful, or malicious manner.

11.2 Expenses. Indemnified Officers shall be indemnified against all expenses and liabilities permitted under MGL Chapter 258, Section 9, including counsel fees, in an amount not to exceed \$1,000,000 arising out of any claim, action, award, compromise, settlement or judgment, as provided in and consistent with MGL Chapter 258, Section 9 and these By-Laws.

11.3 Advances; Repayment. Such indemnification shall include payment by PVPA of expenses, including attorneys' fees, reasonably incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under MGL Chapter 258 or this Article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

11.4 Authorization. The payment of any indemnification or advance shall be conclusively deemed authorized by PVPA under this Article, and each trustee approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified by a majority vote of the trustees who are not at the time parties to the proceeding; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to PVPA) appointed for the purpose by vote of the trustees in the manner specified in

subparagraph (i) or, if that manner is not possible, appointed by a majority of the trustees then in office; or

(iii) a court having jurisdiction shall have approved the payment.

11.5 Heirs, Executors, and Administrators. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of any Indemnified Officer entitled to indemnification hereunder.

11.6 Non-Exclusive Rights. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which PVPA employees, agents, trustees, officers and other persons may be entitled by contract or otherwise under law.

11.7 Adverse Amendments. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to that Indemnified Officer with respect to the acts of omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by, or was made with, the written consent of such Indemnified Officer.

11.8 Sovereign Immunity. Nothing in this Article 10 shall be construed to constitute a waiver of PVPA's sovereign immunity as a state entity.

## ARTICLE 11

### Officers and Trustees Liability Insurance

PVPA shall maintain or cause to be maintained liability insurance with insurance companies authorized to do business in Massachusetts insuring the Trustees and officers against liabilities and expenses incurred in their capacities as Trustees and officers.

## ARTICLE 11

### Provisions for Dissolution

In the event of liquidation or dissolution of PVPA, all the assets of PVPA, after paying or making sufficient provision for the payment of all of the liabilities of PVPA, shall be distributed exclusively as provided for in the Massachusetts General Laws.

## ARTICLE 12

### Complaints and Grievance Procedure

### Section 13.1 Complaints related to internal administrative or educational issues

All complaints related to the in-school administrative or educational issues should be addressed first at the lowest possible level to the persons that are immediately responsible for reviewing and addressing these complaints, in accordance with the provisions of the Staff Handbook. The Head of School is the final arbiter of in-school administrative or educational issues.

Complaints may be directed to the Board only as permitted by law, as set forth in the Staff Handbook or if regarding the Head of School. Any complaint directed to the Board will be handled in accordance with the provisions of the Staff Handbook and the grievance policy. The Board President (or his or her designee from the Board) shall interview the complainant and all involved parties and report the problem at the next Board meeting. The Board makes a final decision regarding the complaint.

### 13.2 Complaints related to certain laws and regulations.

(1) A parent, guardian, or other individuals or groups who believe that PVPA has violated or is violating any provision of M.G.L. c. 71, § 89, or 603 CMR 1.00 may file a complaint with PVPA's Board of Trustees according to 603 CMR 1.09.

(2) The Board of Trustees shall respond no later than 45 days from receipt of the complaint in writing to the complaining party.

(3) The Board of Trustees shall, pursuant to a complaint received under 603 CMR 1.09, or on its own initiative, conduct reviews to ensure compliance with M.G.L. c. 71, § 89, and 603 CMR 1.00. PVPA and the specific individuals involved shall cooperate to the fullest extent with such review.

(4) A complaining party who believes the complaint has not been adequately addressed by the Board of Trustees may submit the complaint in writing to the Commissioner of the DESE, who shall investigate such complaint and make a written response.

(5) In the event PVPA is found in non-compliance with M.G.L. c. 71, § 89, or 603 CMR 1.00, as a result of a complaint or upon investigation, the Commissioner or Board of Elementary and Secondary Education may take such action as it deems appropriate, including but not limited to suspension or revocation of the charter under 603 CMR 1.13, or referral of the matter to the



District Attorney, the Office of the Attorney General, or any other agency for appropriate legal action.

(6) A parent, guardian, or other individuals or groups who believe that PVPA has violated or is violating any state or federal law or regulation regarding special education may file a complaint directly with the DESE.