



Pioneer Valley Performing Arts Charter Public School

Monthly Governance Committee Meeting

Published on October 27, 2022 at 11:15 AM EDT

Date and Time

Tuesday November 1, 2022 at 8:00 PM EDT

Location

REMOTE: <https://dartmouth.zoom.us/j/94206079810?pwd=OU4xS1BLQUI0cllqUkk5dGJkQWpZUT09&from=addon>

Agenda

	Purpose	Presenter	Time
I. Opening Items			8:00 PM
A. Record Attendance			1 m
B. Call the Meeting to Order			
C. Read Mission Statement			1 m
PVPa offers its students intensive exposure to the performing arts within the context of an excellent college preparatory curriculum.			
D. Approve Oct 5 Gov Mtg Minutes	Approve Minutes		1 m
II. Governance			8:03 PM
A. New Member Vote & Discussion	Vote		15 m
Vote on two new members: Vanessa Ford and Sasha Viands. Discuss potential other new nominations in the works. Discuss other recruitment efforts.			
B. New Member On-Boarding	Discuss		3 m
Share "New Member On-Boarding" folder on BoT.			
C. ByLaws Updates Discussion	Discuss		35 m

	Purpose	Presenter	Time
Review in detail.			
III. Other Business			8:56 PM
A. Confirm Monthly Meeting Time			2 m
What time works for everyone?			
IV. Closing Items			8:58 PM
A. Adjourn Meeting	Vote		

Coversheet

Approve Oct 5 Gov Mtg Minutes

Section:	I. Opening Items
Item:	D. Approve Oct 5 Gov Mtg Minutes
Purpose:	Approve Minutes
Submitted by:	
Related Material:	Minutes for Monthly Gov Committee Meeting on October 5, 2022

APPROVED



Pioneer Valley Performing Arts Charter Public School

Minutes

Monthly Gov Committee Meeting

Date and Time

Wed Oct 5, 2022 at 8:00 PM

Location

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

Committee Members Present

EJ Lafleur (remote), Jacob Rosenblum (remote), Shino Pichette (remote)

Committee Members Absent

LATRINA DENSON

Guests Present

Brent Nielsen (remote)

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 Oct 5, 2022 at 8:05 PM.

C. Read Mission Statement

EJ Lafleur

D. Approve Sept 7 Gov Mtg Minutes

Shino Pichette made a motion to approve the minutes from September Governance Committee Meeting on 09-07-22.

Jacob Rosenblum seconded the motion.

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

E. Approve June 15 Gov Committee Minutes

Shino Pichette made a motion to approve the minutes from June 2022 Governance Meeting on 06-15-22.

EJ Lafleur seconded the motion.

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

II. Governance

A. New Member & Recruitment Plan Discussion

Both potential new members attended the Board meeting last month. Both seem interested, but the hope is to nominate a slate of new nominees as a cohort to fill as significant a number of seats as possible at one time.

The current deadline for Trustee applications is October 15th, but this could pose a challenge given the number of interested parties at this point. EJ Lafleur has a couple ideas of who could be a good fit for the Board. Latrina has ideas as well.

Brent will reach out to local newspapers to request the posting of ads.

B. New Member Vetting & On-Boarding Discussion

Reviewed New Member interview questions and Evaluation Rubric - positive feedback.

Suggested that when interviewing new members, if they don't seem to have the time available to join the full board, we should ask if they would be interested in joining a committee or the Friends of PVPA.

C. ByLaws Updates Discussion

Not discussed.

III. Other Business

A. Discussion of potential new policies from Head of School

Not discussed.

B. Confirm Monthly Meeting Time

Not discussed.

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 8:35 PM.

Respectfully Submitted,
Shino Pichette

Jake noted that he had to leave unexpectedly at 8:35. Since there would no longer a quorum, Shino, EJ and Jake voted to adjourn the meeting before Jake's departure. Not all items on the agenda were discussed.

Coversheet

New Member Vote & Discussion

Section:	II. Governance
Item:	A. New Member Vote & Discussion
Purpose:	Vote
Submitted by:	
Related Material:	Vanessa V. Ford Biographic.pdf SashaVResume_Sept22.pdf



VANESSA VICTORIA FORD

International Recording Artist

Music Ministry Consultant

Vocal Teaching Artist

Voice Coach

Her Story

At a very young age, it was evident that God had anointed Vanessa uniquely. She was born May 27, 1972 and raised in Springfield, Massachusetts. She represents her Mother's Columbian/Nicaraguan & Father's Costa Rican roots. Her parents met and started a family in Panama before coming to the United States in 1968. Vanessa's rich Central American heritage has encouraged her to embrace her culture, to appreciate diversity and to find a way to always be of service to those in need. She began singing with her Father, then in the church choir at the age of seven. As Vanessa matured as a Christian, she participated in various local services. Her gift has blessed thousands as she has sung for many political ceremonies, funerals and special events all over the country. Vanessa loves every genre of music, but she is an aficionado of classical, gospel, jazz, traditional hymns and inspirational music. Her faith in God is secure and she is dedicated to His worship and fellowship with people all over the world. Over the years, Vanessa has had many opportunities to develop her gift of singing through participation in local and national talent searches, as well as, mass choir auditions. To her credit, in her youth, Vanessa was crowned Hal Jackson's Miss Massachusetts Talented Teen in 1988. She auditioned for and participated in The Western Mass District Chorus, she ranked 1st soprano in All State Chorus 1989 and won the 1990 Omega Psi Phi Fraternity Talent Search. She has also performed the National Anthem for many college sporting events and for Springfield Police Academy, high school graduations and college commencements. Vanessa was featured in a live solo concert in 2000, where souls were blessed by her spirit filled renditions of traditional hymns of praise. In 2005 at Hampton's Ministers' and Musicians' Conference to further develop her gift, Vanessa auditioned and was chosen from more than 100 vocalists to open the conference recital. Vanessa attended Springfield Central High School, Springfield Technical Community College & Elms College. She enjoys painting, writing and exposing children to music and arts. She believes that music & arts play an integral role in a child's growth and wellness. Her goal is to share music with as many youth as possible and help them find and nurture their creative gift as an artist.

Vanessa has worked diligently to spread her ministry throughout the country. For the past 12 years, Vanessa has directed a 4th grade Choral program at St. Michael's Academy with approx. 40 students. She also prepares their 8th graders for their graduation Mass Song. As the co-founder and coordinator of The Women of Faith Ensemble, Vanessa shares her mission of praise with 9 other women in the group as they minister all over the region. Among her many gifts, Vanessa has written and arranged many choral and praise and worship songs. She has been honored to sing across the nation, especially in Washington D.C. for a Foster Parent Recognition Ceremony. In 2013, Vanessa's rendition of "God Bless America" was featured as part of the Fireworks by Grucci synchronized Simulcast in Springfield, MA. Vanessa is the former director of the Contemporary Gospel Choir at Faith Congregational Church in Hartford, CT and currently serves as a music ministry consultant across the region. In December 2014, Vanessa launched the release of her original worship song entitled "Great Jehovah". In February 2016, Vanessa had the great honor to sing the National Anthem for Secretary Hillary Clinton's Western MA rally. In June 2016, Vanessa was requested by Brigadier General Sean T. Collins and she was truly humbled to sing for his promotion & pinning ceremony. In 2016, Vanessa was also inspired to write and release her song entitled "Stronger Together".

She has sung The National Anthem for Annual Spirit of Springfield events such as Annual 9/11 remembrance ceremonies, The World's Largest Pancake Breakfast, Bright Night's Ball, 4th of July Star Spangled Springfield, Swearing-in ceremonies and retirement ceremonies for First Responders and Commissioners, Mayor Sarno's Inaugurations, Governor Deval Patrick's Western MA Inaugural Celebration, Worcester State University Annual MLK, Jr. Breakfast, The Western MA Police Commissioners, Several MA Democratic Conventions and numerous Springfield's City Council Inauguration Ceremonies and events for the great city of Springfield that she calls home. She will release her new inspirational song "Fight For You" in November 2022. Vanessa strives to use her gifts to touch the hearts of many and hopes to make a difference in the lives of others through her advocacy, her life, community service and music. She hopes to re-energize appreciation for music & arts and the influence it has in our lives.

Vanessa served as the Music & Recruitment Chair for Springfield Unity Festival under the leadership of the late, York Mayo. She is a committee member of The Brianna Fund for Children with Physical Disabilities and a board member of Hands of the Earth. Vanessa is the founding director of the Springfield CommUnity Chorale where she brings over 100 singers and musicians together from all backgrounds, cultures & races to lift up their voices and instruments together. Vanessa is a board member of Blues to Green that hosts the annual Springfield Jazz&Roots Festival and works toward environmental justice. She is slated to be the next board president in fall of 2022.

Vanessa is an enthusiastic and fierce advocate who focuses on empowering youth and serving the needs of the vulnerable. She is a member of Public Health Institute of Western MA Youth Mental Health Advisory Council and Northeast Teaching Artist Collaborative Steering Group.

Vanessa currently serves as a voice faculty member of the Community Music School of Springfield (CMSS) and is a member of CMSS Strategic Planning Committee. She is the founding Director of Trust Transfer Project, a community based initiative partnered by CMSS that mobilizes local artists of color to create inspiring works of art to improve community health and wellness. This initiative has gained national attention for its community impact. In 2021, her program model was recognized by Dr. Jill Sonke and included in the CDC field guide for its strategic plan to build vaccine confidence through an Arts & Culture lens. Vanessa was featured as a 2022 American Alliance of Museums Conference panelist in Boston, MA. Under her leadership, the program's mission is to elevate underutilized artists, create opportunities for equity and promote innovative and culturally relevant artistic projects that bring hope, healing and increase mental wellness to the community.

From 2012-2020, Vanessa proudly served as Director of Operations for State Senator James T. Welch where she managed the district office and staff, maintained the Senator's schedule and was responsible for the oversight of constituent services and community outreach & engagement. She coordinated special events, meetings and town halls.

From 2007-2012, Vanessa humbly served as Director of Praise & Worship & Graphics Coordinator at St. John's Congregational Church, Springfield, MA where she supervised the praise team in preparation for services, organized worship service flow, created projector screen graphics and displays for services and special events, bulletins, PR materials and designed monthly billboards for advertisement throughout the city.

From 1997-2007, Vanessa graciously served at Springfield Girls Club Family Center, Springfield, MA as the Arts Program Director and Choral Director where she supervised multi-site after school arts program, recruited, trained and supervised arts program staff and coordinated multicultural/arts activities and events.

☎ 413.331.9902

✉ vford@communitymusicschool.com

📍 37 Sycamore Street, Springfield, MA 01109

Sasha N. Viands

35 Norwood Terrace Holyoke, Ma 01040 / (413) 455-5757 / SViands@pplm.org

Passionate Bilingual Community Engagement Specialist devoted to planning and executing services impacting diverse community populations. Strong collaboration and interpersonal skills paired with cultural sensitivity. Open to working weekends and evenings. Provides administrative oversight and logistical and coordination support to ensure success of strategies, projects, activities and programs designed to: Inspire, mobilize and engage volunteers to improve lives and create positive community change.

Employment Experience

Planned Parenthood League of Massachusetts Springfield, Ma

Outreach Manager

September 2020 -- Present

- Managed Outreach Specialists across the state: Springfield, Worcester, Fall River, and Greater Boston.
- Developed and incorporated community-based programs to meet various needs and monitored each program's effectiveness.
- Partnered with similar organizations to meet greater needs, preventing duplication and optimizing resource utilization.
- Organize and manage multiple strategic plan projects and tasks to ensure high quality and timely delivery.
- Manage Strategic Plan Work -- lead workgroups, and manage team, focused on HIV Prevention in Springfield Massachusetts.
- Develop relationships with community partners across the state, to provide information about PPLM services and strategize opportunities for collaboration through meetings, telephone calls and email; collaboration may include, but not limited to bi-directional referrals, implementation of programs, and inclusion in PPLM's Counseling and Referral database, as well as Patient Navigation, and Access Programs.
- Collaborate on the Executive level across departments to expand access, and work on collaborative projects.

Community Outreach Specialist

July 2019 – September 2020

- Provided individuals and families with information and resources to connect with available programs. Planned and managed different community meetings, public forums and outreach events. Cultivated and developed relationships with existing and potential referral sources, identified new partners, uncovered untapped opportunities and raised brand awareness. Gave presentations at public gatherings, community events and school meetings.
- Support Community Advisory Groups/Boards, and facilitate meetings with community members.

- Schedule, confirm, and implement service overview presentations at community partner locations to provide information about PPLM health care services and educational programs across the state.
- Schedule, confirm, and host information tables at health fairs, conferences, and community events across the state.
- Provide virtual presentations in collaboration with Outreach Specialists.

Inclusive Strategies, LLC Springfield, Ma

Assistant Facilitator

September 2011 – Present

- Assist in anti-racism training for organizations, boards, and executive leadership across the state.
- Facilitation of Learning Modules includes training of System of Racial Inequity film discussions. Discussions include deeper conversations about racial inequity, the history of discrimination, white privilege, bias, prejudice, internalized racism, interpersonal racism, institutional, and structural racism.
- Facilitate learning labs designed based on client needs, including different content specific to anti-racism work.
- Design Affinity groups to promote cross-functional inclusive groups to implement organizational change, as well as inclusive development for things like marketing, branding, values etc.
- Develop inclusive on-boarding strategies to ensure equitable hiring practices, and provide recommendations for each client.

Education, Training, and Boards

BACHELOR OF ARTS: ENGLISH University of Massachusetts Amherst, Amherst, MA

- BusinessWest 40 Under 40 Class of 2022
- Cracking the Code through Inclusive Strategies, LLC.
- 2017 LIPPI Graduate (Women's Fund of Western Massachusetts)
- Certified and completed a facilitative workshop through the Interaction Institute for Social Change
 - A week-long training to educate adults and youth facilitators on the importance of effective communication, working collaboratively with youth and community leaders.
- Healing Racism through the Glass Wing Program and the Irene E. and George A. Davis Foundation
- Mike Jaffe Workshops for -

- Conflict Resolution and Strategies
- Effective Communication
- 21st Century Community Learning Centers – Project-Based Learning, Service-Based Learning, and Social Emotional Learning Workshops.
- Undoing Racism Organizing Collective of Western Massachusetts
- Sexual Education Cornerstone Seminar

Boards –

- Abortions rights Fund of Western mass
- Springfield Community Partners
- Behavioral Health Network
- Puerto Rican Parade Board and Planning Committee
- Community Advisory Groups for the City of Holyoke (Public Safety and Prevention, Government Restructure)

Coversheet

ByLaws Updates Discussion

Section:	II. Governance
Item:	C. ByLaws Updates Discussion
Purpose:	Discuss
Submitted by:	
Related Material:	PVPA bylaws as amended 2022_Draft 2022.10.27.docx

**PIONEER VALLEY PERFORMING ARTS
CHARTER PUBLIC SCHOOL**

BYLAWS

Revised ~~INSERT FINAL DATE~~ September 25, 2022~~17~~

Commented [1]: This version attempts to remove gendered language, so the document is more inclusive.

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 (DESE);
- 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
- ~~orienting~~**orientating** and training members of the Board regarding their duties and obligations as members of the Board.

Board of Trustee members are expected to actively engage in board matters and meetings.

Section 2.4 Composition

The Board of Trustees shall ~~be~~ consist of no fewer than nine~~fifteen~~ (9~~5~~) **full voting** ~~m~~members and no more than ~~fifteen~~**twenty** (15~~20~~) **full voting** ~~m~~members, and must **include** ~~represent these constituencies~~ the following stakeholders:

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

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

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

~~In addition to the full voting members, the Board of Trustees may also select non-voting volunteer members. Non-voting volunteer members typically include (but not be limited to):~~

- ~~• four (4) student representatives - one from each grade~~
- ~~• the Head of School (who serves as an Ex Officio member)~~

~~Non-voting volunteer members of the board are expected to fully engage in board work but do not count toward establishing quorum and do not have the right to vote. A non-voting volunteer student representative may be voted in as a full voting member of the board if they turn 18 years old, and the board votes to approve their membership.~~

Commented [2]: This needs discussion. What is the best way to handle student members?

Section 2.5 Voting & Quorum

~~Voting M~~members of the Board of Trustees ~~must be~~~~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 ~~June~~ ~~June~~ 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 full 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

Commented [3]: Why do we have set dates? Need to discuss if we need to adjust anything to account for members added throughout the year.

Commented [4]: Is anymore detail needed here?

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 traditionally be set in June of each year.

The Board of Trustees shall also traditionally hold a Board Retreat in either July or August.

Commented [5]: All boards are required to hold an annual meeting. Details on what is included in an annual meeting is not usually outlined in ByLaws.

Commented [6]: If we want to add detail: This annual meeting should be used to address big picture topics. The annual meeting may (but is not required to) include: annual evaluation of the board, setting of board goals for coming year, reviewing State / Federal requirements and ensuring board is compliant, reviewing & updating the Strategic Action Plan and Board ByLaws, completing board elections, and more.

Commented [7]: Could add: "The board retreat typically focuses on board training and team building activities." But we don't want to box ourselves in.

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 ~~their~~~~his or her~~ own behalf.

ARTICLE 4

OfficersSection 4.1 Officers

Officers of the Board of Trustees shall include: President, Vice-President, Treasurer, and Clerk. All officers must have served at least ~~six months~~~~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 ~~six months~~~~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 ~~or~~ ~~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 ~~their~~~~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. ~~They~~~~S/he~~ shall be in charge of giving legally required notices of meetings, and shall perform all duties commonly incident to ~~their~~~~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.

Commented [8]: Do we want to add something like: When possible, it is recommended that an individual be identified to take notes during full board meetings so the Clerk may participate in discussion fully.

Section 4.8 Powers and Duties of Officers

Each Officer shall have such duties and powers as are customarily incident to ~~their~~~~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

CommitteesSection 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 ~~their~~^{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.

Committee membership is at the discretion of the Chair.

Commented [9]: The chair appoints committee members, so the chair should be allowed to remove members from committees if attendance is an issue. This should allow that to happen. Any concerns with this language?

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 ~~their~~~~his~~~~he~~ predecessor and until ~~their~~~~his~~~~her~~ successor shall be chosen or appointed and qualifies, or until ~~they~~~~s~~~~he~~ dies, resigns, ~~be removed~~~~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).

The Board of Trustee should ideally include members with a broad set of skills, experience and expertise. This may (but is not required to) include arts, DEI training, finance, law, education, fundraising, community engagement, previous board experience, HR, facilities management, marketing, and others.

Commented [10]: We don't want this to box us in.

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.

~~The annual summer meeting must be determined at least 20 days prior to the meeting. 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.~~

Commented [11]: Are we allowed to remove this bit? - Asking BoT.

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 ~~they~~~~he or she~~ may be or become subject because of ~~their~~~~his or her~~ service as a member of the Board of Trustees; provided, however, that such Indemnified Officer acted (i) within the scope of ~~their~~~~his or her~~ role as a member of the Board of Trustees, (ii) in good faith, and (iii) in the reasonable belief that ~~their~~~~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 ~~their~~ ~~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.