



Pioneer Valley Performing Arts Charter Public School

Governance Committee Meeting

Published on November 22, 2024 at 3:10 PM EST

Date and Time

Tuesday November 26, 2024 at 6:00 PM EST

Location

Virtual

Agenda

	Purpose	Presenter	Time
I. Opening Items			6:00 PM
A. Record Attendance		Azizah Yasin	1 m
B. Call the Meeting to Order	Discuss	Azizah Yasin	1 m
C. Read Mission Statement		Azizah Yasin	1 m
PVPA offers its students intensive exposure to the performing arts within the context of an excellent college preparatory curriculum.			
D. Approve October 22, 2024 Governance Meeting Minutes	Approve Minutes	Azizah Yasin	4 m

	Purpose	Presenter	Time
II. Governance			6:07 PM
A. By Laws Update	Discuss	Azizah Yasin	10 m
B. Trustee Recruitment	Discuss	Azizah Yasin	20 m
Discussion about recruitment efforts for new trustees.			
III. Other Business			6:37 PM
A. Board Retreat Meeting Norms	Discuss	Azizah Yasin	20 m
Review draft proposal of meeting norms established at this year's Board retreat.			
IV. Closing Items			6:57 PM
A. Adjourn Meeting	Vote		

Coversheet

Approve October 22, 2024 Governance Meeting Minutes

Section:	I. Opening Items
Item:	D. Approve October 22, 2024 Governance Meeting Minutes
Purpose:	Approve Minutes
Submitted by:	
Related Material:	Minutes for Governance Committee Meeting on October 22, 2024

DRAFT



Pioneer Valley Performing Arts Charter Public School

Minutes

Governance Committee Meeting

Date and Time

Tuesday October 22, 2024 at 7:00 PM

Location

In person at PVPA Campus 15 Mulligan Drive, South Hadley, MA with Zoom option:
<https://us06web.zoom.us/j/89794140088>

Committee Members Present

Azizah Yasin, EJ Lafleur, Vanessa Ford (remote)

Committee Members Absent

LATRINA DENSON

Guests Present

Brent Nielsen

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

Azizah Yasin called a meeting of the Governance Committee of Pioneer Valley Performing Arts Charter Public School to order on Tuesday Oct 22, 2024 at 7:07 PM.

C. Read Mission Statement

D. Approve June 4, 2024 Governance Meeting Minutes

EJ Lafleur made a motion to approve the minutes from Governance Committee Meeting on 06-04-24.

Vanessa Ford seconded the motion.

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

II. Governance

A. By Laws Update

We are in the process of finalizing the By Laws to present to the board by the January Board Mtg.

B. Trustee Recruitment

Recruitment: We are in the practice of building awareness about the board and promoting opportunities to gain new potential board members.

Trustee members are being asked to be present at as many school events as possible to mingle and share with parents/guests.

III. Other Business

A. Board Retreat Debriefing

This year's retreat was a very successful team building experience.

Sharing of our passion to serve PVPA

Next steps were discussed to keep the connections among us

Captured the wall ideas: Trustee agreement, priorities & norms,

How we will support the needs of the school in line with the strategic plan.

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 7:40 PM.

Respectfully Submitted,
Vanessa Ford

Documents used during the meeting

None

Coversheet

By Laws Update

Section: II. Governance
Item: A. By Laws Update
Purpose: Discuss
Submitted by:

Related Material:

PVPA bylaws_2024 Updates Draft Clean Copy with Revisions Nov 2024.docx

PVPA bylaws_2024 Updates Redlined Copy Nov 2024.docx

**PIONEER VALLEY PERFORMING ARTS
CHARTER PUBLIC SCHOOL**

BYLAWS

Revised October 10 , 2023

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 Non-Discrimination

Members of the Board of Trustees shall not discriminate against any individual affiliated with PVPA, including but not limited to, fellow board members, employees, students, parents, and community members, on the basis of race, color, national origin, creed, ancestry, ethnicity, age, gender identity, religion, marital status, sexual orientation, or physical or mental disability, or any other legally protected status under federal, state or local law.

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. oversee the financial affairs of PVPA and approving the annual budget
- f. selecting, appointing, evaluating, holding accountable for meeting specified goals and/or removing the Head of School.

Section 2.3 Responsibilities [Duties or Obligations]

The responsibilities of the Board shall include that PVPA operates in compliance with all applicable state and federal laws, including, but not limited to:

- a. Individual Obligations
 - serving PVPA in accordance with its 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;

Commented [1]: Maybe say Duty instead of Responsibility.

Commented [2]: Is this meant to be the PVPA Conflict of Interest? same for confidentiality.

- 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;

b. Collective Board Obligations

- 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 and training members of the Board regarding their duties and obligations as members of the Board.

Failure to comply with state ethics requirements or any of the other obligations of the board in section 2.3 may result in removal of individual board members by the board of trustees or by the Commissioner.

Commented [3]: REview if the section is updated

Section 2.4 Composition

The Board of Trustees shall consist of no fewer than nine (9) members and no more than fifteen (15) members, and must include the following stakeholders:

- two (2) or more parents of current students,
- three (3) or more community members,

All members of the Board of Trustees are special state employees, who s must be 18 years of age and older.

In addition to members, the Board of Trustees may include the following representatives to the board, to provide reports to the board, engage in discussion with the board, and provide recommendations to the board on board matters:

- the PVPA Chief Financial Officer
- two (2) teachers and/or staff
- four (4) student representatives - one from each high school grade

The Head of the School will not be a member of the Board but will participate in the business of the Board as its employee.

Section 2.6 Election of Members

The Board of Trustees elects its members by a formal vote, normally at its meeting in June 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

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

- (1) Members shall serve a three-year term .
- (2) Teacher and staff representatives shall serve a two year term, so long as they remain an employee at the school
- (3) Student representatives serve a one year term, so long as they are enrolled as a student at the school.

B. 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.

C. Any parent member trustee whose child graduates from PVPA shall serve the remainder of their term as a community member trustee .

D. Members may serve a maximum of three consecutive terms, for a total of consecutive 9 years, at which time they must leave the Board for at least one year.

E. The Board of Trustees, however, may extend a Board Member's service to one additional term, for a maximum of 4 consecutive terms, for a total of consecutive 12 years, through a two-thirds vote of Trustees present at a duly called and held meeting to promote continuity of leadership, to maintain needed expertise in particular areas, in case of difficulty in finding appropriate members of the Board, and/or for any other reasons at the Board of Trustees' discretion.

F. The board may extend terms of no more than one-fourth of current board members.

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.

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 Voting & Quorum

A quorum is a majority of 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 members at all meetings.

Section 3.3 Remote Participation

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.

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.

Section 3.5 Annual Meeting

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

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

Section 3.6 Executive Sessions

The Board may hold executive sessions pursuant to the open meeting law provision of G.L. c. 30A, §§18-25,

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 six months on the Board as a Trustee before taking office, except for the office of Treasurer, which may also be filled by a person who has served at least six months 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 by members 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 a two- year terms, and may serve multiple terms by vote of the Board of Trustees. In any case, the maximum number of years any member, including those serving as an officer may serve, shall not exceed 9 years, subject to the provision of Section 2.9 of these bylaws.

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 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 president 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 shall be in charge of giving legally required notices of meetings, and shall perform all duties commonly incident to their 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 their 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

Committees may include non-Trustees. Members of the committees shall be appointed and removed by the Board President.

Section 5.1 Standing Committees

Standing Committees of the Board of Trustees shall be created 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 the President and the Board of Trustees regarding the creation or elimination of a committee, the Board of Trustees' decision will control. Standing Committees normally include the following:

- Finance Committee: Chaired by the Board Treasurer, the Finance Committee:
 - educating the full board to conduct proper oversight of the financial health of the organization,
 - oversees and providing accountability over the public assets and resources
 - ensures compliance with all state and federal regulations, and
 - partners with the CEO to develop and monitoring the organization's financial health.
- Governance Committee: Typically chaired by the Board Vice President, the Governance Committee:
 - recruits, screens and nominates new board members,
 - manages board operational procedures,

- ensures all trustees understand their roles and responsibilities,
 - ensures there are established processes for holding individuals accountable for fulfilling their obligations,
 - establishes succession planning for board members and officers, and
 - organizes board trainings and retreats. • Diversity, Equity, and Inclusion:
- Chaired by a board member, the Diversity, Equity and Inclusion Committee:
- supports the diversity, equity and inclusion related parts of the PVPA Strategic Action Plans,
 - encourages a culture of openness, inclusion, and equity within the Board of Trustees,
 - coordinates DEI related board trainings, and
 - supports diversity, equity and inclusion initiatives within PVPA.
- Head of School Support and Evaluation: Chaired by the Board President, the Head of School Support and Evaluation Committee:
 - designs and develops, in partnership with the Head of School, annual goals for the Head of School,
 - supports the Board of Trustees in evaluating the annual performance of the Head of School, and
 - supports the Head of School through regular communication to assist in successful performance of work obligations.
 - Academic Excellence Committee: Chaired by the Board President or Board Vice President, the Academic Excellence Committee:
 - measures the academic results of the organization against the goals established in your charter, accountability plan, and annual CEO goals,
 - collaborates with the Head of School to measure organizational outcomes against stated goals for metrics such as performance on state tests, national standardized tests, interim assessments,
 - collaborates with the Head of School to evaluate how student attendance and student and staff retention impact academic excellence,
 - collaborates with the Head of School on evaluating, and communicating with the board regarding, the impact of academic changes on the PVPA community and the PVPA mission and charter.
 - ensures that the board and Head of School share the same vision of academic

excellence, and

- leads the Board of Trustees in conducting proper oversight of the academic program.

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 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, from within the board, and pursuant to term limits as outlined in provision 2.9 of these bylaws. The appointments to fill such vacancies shall be voted by the Board of Trustees. Each such successor shall hold office for the remainder of the unexpired term of their predecessor.

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.

ARTICLE 10

Indemnification of Trustees and Officers

Section 10 .1 Indemnification

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 may be or become subject because of their service as a member of the Board of Trustees; provided, however, that such Indemnified Officer acted (i) within the scope of their role as a member of the Board of Trustees, (ii) in good faith, and (iii) in the reasonable belief that their actions were in the best interests of PVPA. Any such Indemnified Officer shall cooperate 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.

Section 10 .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.

Section 10 .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.

Section 10 .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.

Section 10 .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.

Section 10 .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.

Section 10 .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 or 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.

Section 10 .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 12

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 13

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 Employee Handbook. The Head of School is the final arbiter of in-school administrative or educational issues that are raised within the school and are not related to the Head of School. Complaints about the Head of School may be made to the Board of Trustees.

Complaints may be directed to the Board only as permitted by law, as set forth in the Employee Handbook or if regarding the Head of School. Any complaint directed to the Board will be handled in accordance with the provisions of the Employee Handbook and the grievance policy. The Board President (or their 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 that is brought to the board.

Section 13.2 Complaints related to certain laws and regulations.

Commented [4]: There is no grievance policy in the Employee Handbook...

(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, inquire with the Head of School and their designee to ensure compliance with M.G.L. c. 71, § 89, and 603 CMR 1.00. The PVPA and the specific employees involved shall cooperate to the fullest extent with such inquiry.

(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 DESE Commissioner, 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 or other protected classes may file a complaint directly with the DESE.

**PIONEER VALLEY PERFORMING ARTS
CHARTER PUBLIC SCHOOL**

BYLAWS

Revised ~~October 10-September 25, 2023~~¹⁷

ARTICLE 1

Section 1.1 Name

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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.

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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.

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Members of the Board of Trustees shall not discriminate against any individual affiliated with PVPA, including but not limited to, fellow board members, employees, students, parents, and community members, on the basis of race, color, national origin, creed, ancestry, ethnicity, age, gender identity, religion, marital status, sexual orientation, or physical or mental disability, or any other legally protected status under federal, state or local law.

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. ~~oversees~~^{supervising} the financial affairs of PVPA and approving the annual budget
- f. ~~selecting, appointing, evaluating, holding accountable for meeting specified goals and/or removing the Head of School.~~

f.

Section 2.3 Responsibilities [Duties or Obligations]

~~The Board of Trustees shall 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:

a. Individual Obligations

- serving PVPA in accordance with its fiduciary duty, duty of loyalty, and duty

Commented [1]: Maybe say Duty instead of Responsibility.

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;

Commented [2]: Is this meant to be the PVPA Conflict of Interest? same for confidentiality.

b. Collective Board Obligations

- 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.

Failure to comply with state ethics requirements or any of the other obligations of the board in section 2.3 may result in removal of individual board members by the board of trustees or by the Commissioner.

Commented [3]: REview if the section is updated

Section 2.4 Composition

The Board of Trustees shall ~~be~~ consist of no fewer than nine~~fifteen~~ (9~~5~~) members and no more than ~~fifteen~~**twenty** (15~~20~~) 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, who-s must be 18 years of age and older.

In addition to ~~the full voting~~ members, the Board of Trustees may include ~~invites~~ the following representatives to the board, to provide reports to the board, engage in discussion with the board, and provide recommendations to the board on board matters:

- the PVPA Chief Financial Officer
- two (2) teachers and/or staff
- f our (4) student representatives - one from each high school grade

The Head of the School will not be a member of the Board but will participate in the business of the Board as its employee.

- ~~two (2) teachers and/or staff~~

- ~~the PVPA Head of School (who serves as an Ex Officio member)~~

- ~~the PVPA Chief Financial Officer (who serves as an Ex Officio member)~~

Section 2.5 — Voting & Quorum

~~Voting MM~~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 ~~May~~June 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

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

(1) Members shall serve a three-year term .

(2) ~~Teacher and staff representatives members shall~~ serve ~~for~~ a two year term, so long as they remain an employee at the school.

~~• Parent members serve for a two year term~~

(3) ~~Student representatives members shall~~ serve ~~for~~ a one year term, so long as they are enrolled as a student at the school.

~~• Community members serve for either a two year or three year term.~~

B. ~~•~~ 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.

C. ~~• Any parent member trustee whose child graduates from PVPA shall will, other than a student member, who ceases to be a teacher, staff, or parent, will~~ serve the remainder of their term as a community member trustees.

D. Members may serve a maximum of up to three consecutive ~~full~~ terms, for a total of consecutive 9 years, at which time they must leave the Board for at least one year.

E. ~~However, the Board of Trustees, however, may extend a Board Member's service to one additional term, for a maximum of 4 consecutive terms, for a total of consecutive 12 years, through a two-thirds vote of voting Trustees present at a duly called and held meeting to promote continuity of leadership, to maintain needed expertise in particular areas, in case of difficulty in finding appropriate members of the Board, and/or for any other reasons at the Board of Trustees' discretion.~~

F. ~~The Board may not extend the term of any additional Trustee should one fourth or more members of the Board have extended terms.~~

F. The board may extend terms of no more than one-fourth of current board members.

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

Voting & Quorum

A quorum is a majority of 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 members at all meetings.

Section 3.3 Remote Participation

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. 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 usually be set in June of each year.

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

Section 3.6 Executive Sessions

The Board may hold executive sessions pursuant to the open meeting law provision of G.L. c. 30A, §§18-25,

~~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 theirhis 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 ~~six months~~~~one-year~~ on the Board as a Trustee 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 by members 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 ~~a two-one or, two, or three~~-year terms, and may serve multiple terms by vote of the Board of Trustees. -In any case, the maximum number of years any member, including those serving as an officer may serve, shall not exceed 9 years, subject to the provision of Section 2.9 of these bylaws.

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 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~~^{his/her} 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 ~~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

Committees

Committees may include non-Trustees. Members of the committees shall be appointed and removed by the Board President.

Section 5.1 Standing Committees

Standing Committees of the Board of Trustees shall be ~~created~~^{appointed} from time to time as deemed necessary by the President or by vote of the full Board of Trustees. ~~Committees may include non-Trustees. Members of the committees shall be appointed and removed by the Board President. and removed by~~

In case of a conflict between ~~an appointment by~~ the President and the Board of Trustees ~~regarding the creation or elimination of a committee,~~ the Board of Trustees' decision will control. Standing Committees normally include the following:

- Finance Committee: Chaired by the Board Treasurer, the Finance Committee:
 - educating the full board to conduct proper oversight of the financial health of the organization.

- oversees and providing accountability over the public assets and resources
- ensures compliance with all state and federal regulations, and
- partners with the CEO to develop and monitoring the organization's financial health.

• Governance Committee: Typically chaired by the Board Vice President, the Governance Committee:

- recruits, screens and nominates new board members,
- manages board operational procedures,
- ensures all trustees understand their roles and responsibilities,
- ensures there are established processes for holding individuals accountable for fulfilling their obligations,
- establishes succession planning for board members and officers, and
- organizes board trainings and retreats. The Governance Committee is typically chaired by the Vice President. , and

- • Diversity, Equity, and Inclusion: Chaired by a board member, the Diversity, Equity and Inclusion Committee:

- supports the diversity, equity and inclusion related parts of the PVPA Strategic Action Plans,
- encourages a culture of openness, inclusion, and equity within the Board of Trustees,
- coordinates DEI related board trainings, and
- supports diversity, equity and inclusion initiatives within PVPA. The Diversity, Equity and Inclusion Committee is chaired by a board member. , and

• Head of School Support and Evaluation:- Chaired by the Board President, the Head of School Support and Evaluation Committee:

- designs and develops, in partnership with the Head of School, annual goals for the Head of School,
- supports the Board of Trustees in evaluating the annual performance of the Head of School, and
- supports the Head of School through regular communication to assist in successful performance of work obligations.

- Academic Excellence Committee: Chaired by the Board President or Board Vice President, the Academic Excellence Committee:
 - measures the academic results of the organization against the goals established in your charter, accountability plan, and annual CEO goals,
 - collaborates with the Head of School to measure organizational outcomes against stated goals for metrics such as performance on state tests, national standardized tests, interim assessments,
 - collaborates with the Head of School to evaluate how student attendance and student and staff retention impact academic excellence,
 - collaborates with the Head of School on evaluating, and communicating with the board regarding, the impact of academic changes on the PVPA community and the PVPA mission and charter.
 - ensures that the board and Head of School share the same vision of academic excellence, and
 - leads the Board of Trustees in conducting proper oversight of the academic program.

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 President of the Board of Trustees.~~

Section 6.3 Vacancies

The Governance Committee shall recommend candidates for filling any vacancy among the Officers, from within the board, and pursuant to term limits as outlined in provision 2.9 of these bylaws. The appointments to fill such vacancies shall be voted by the Board of Trustees. Each such successor shall hold office for the remainder of the unexpired term of ~~thei~~^{his/her} predecessor, ~~and until their~~^{his/her} ~~successor shall be chosen or appointed and qualifies, or until they/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).

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

~~Section 104.1 Indemnification:~~

~~PVPA may indemnify trustees from personal financial loss, all damages and expenses, including legal fees and costs, if any in an amount not to exceed \$1,000,000 arising out of any claim, action, award, compromise, settlement or judgment by reason of an intentional tort, or by~~

~~reason of any act or omission which constitutes a violation of the civil rights of any person under any federal or state law, if trustee at the time of such intentional tort or such act or omission was acting within the scope of their duties. No such trustee acting within the scope of their official duties or employment, shall be indemnified under this section for violation of any such civil rights if they acted in a grossly negligent, willful or malicious manner.~~

~~This indemnity provision is not a waiver of the school's sovereign immunity as a state entity. In order to be indemnified the trustee is required to cooperate with the school in defending against any threatened or pending claims or administrative or judicial proceedings.~~

~~The Board reserves the right to provide legal defense for trustees as opposed to indemnifying or advancing expenses.~~

~~If a trustee is seeking indemnification, as provided above, the trustee must ask to address this issue to the full Board of trustees. The full Board will follow the Open Meeting Law in scheduling this meeting. The trustees will determine whether to provide the legal defense or to provide indemnification, and if so, up to a certain dollar amount.~~

~~If indemnification is provided and it is subsequently determined the trustee acted in a grossly negligent, willful, or malicious manner or in any other manner excluded by M.G.L., c 258, §9, the trustee as part of the vote of the trustees will be required to repay to the Board any advanced expenses relating to indemnification. 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 theyhe or she may be or become subject because of theirhis or her service as a member of the Board of Trustees; provided, however, that such Indemnified Officer acted (i) within the scope of theirhis or her role as a member of the Board of Trustees, (ii) in good faith, and (iii) in the reasonable belief that theirhis 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 malieious manner. 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 may be or become subject because of their service as a member of the Board of Trustees; provided, however, that such Indemnified Officer acted (i) within the scope of their role as a member of the Board of Trustees, (ii) in good faith, and (iii) in the reasonable belief that their actions were in the best interests of PVPA.; and further provided, that Any such Indemnified Officer shall 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.

Section 104.2 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.

Section 104.3 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.

Section 104.4 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.

~~Section 104.5 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.

~~Section 104.6 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.

~~Section 104.7 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 or 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.

~~Section 104.8 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 ~~12~~4

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 ~~13~~2

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 EmployeeStaff Handbook. The Head of School is the final arbiter of in-school administrative or educational issues that are raised within the school and are not related to the Head of School.-Complaints about the Head of School may be made to the Board of Trustees.

Complaints may be directed to the Board only as permitted by law, as set forth in the EmployeeStaff Handbook or if regarding the Head of School. Any complaint directed to the Board will be- handled in accordance with the provisions of the EmployeeStaff 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 that is brought to the board.-

Commented [4]: There is no grievance policy in the Employee Handbook...

Section 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, inquire with the Head of School and their designee-conduct reviews to ensure compliance with M.G.L. c. 71, § 89, and 603- CMR 1.00. The PVPA and the specific individuals-employees involved shall cooperate to the fullest extent with -such inquiry-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 DESE 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 or other protected classes may file a complaint directly with the DESE.

Coversheet

Board Retreat Meeting Norms

Section:	III. Other Business
Item:	A. Board Retreat Meeting Norms
Purpose:	Discuss
Submitted by:	
Related Material:	PVPA Board Norms_ Expectations 2024-2025 -Draft.docx

PVPA Board Norms/ Expectations (Group and Personal Norms)

From Retreat 11/12/24

Respect

- Respect everyone and their individuality
- Respect everyone's ideas and opinions even if you disagree with them.
- Being mindful of tone when communicating and messaging others.
- Share your thoughts and opinions in a respectful way
- Acknowledge all public contributions with respect, appreciation, and gratitude

Be Fully Present And Participate As Much As Possible

- **Remote Engagement**
 - Camera on when possible
 - Try not to move around with cameras on

Open communication:

- Latrina and Brent should send emails about meeting schedules at least 24 hours in advance.
 - If Latrina is not able to she should email Azizah and Brent at least 24 hours
- Provide a calendar of upcoming events similar to the meeting schedule, at least 24 hours in advance.
- Transparent communication with the PVPA Community (i.e., "Ask ME about PVPA Buttons", attending community events when possible")

Assume Good Intentions

Recognize and support the efforts of PVPA Administrators

Bring Joy