

APPROVED



**MCCPS**

## MCCPS Board of Trustees

### Minutes

#### Governance Monthly Meeting - May 2020

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**Date and Time**

Tuesday May 5, 2020 at 7:00 PM

**Location**

<https://us02web.zoom.us/j/84179925999?pwd=QTZSRIBhc0FteFBrek9rNkpTSVgzZz09>

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**Join Zoom Meeting**

<https://us02web.zoom.us/j/84179925999?pwd=QTZSRIBhc0FteFBrek9rNkpTSVgzZz09>

Meeting ID: 841 7992 5999

Password: 006377

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**Committee Members Present**

Christopher Riegler (remote), Cynthia Canavan (remote), Elizabeth Burns (remote), Jeanne Smith (remote), Karl Smith (remote), Kay O'Dwyer (remote), Paul Baker (remote), Peter Cohen (remote)

**Committee Members Absent**

*None*

**Guests Present**

Alf Wilson, Artie Sullivan (remote)

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**I. Opening Items**

**A. Record Attendance**

**B. Call the Meeting to Order**

Karl Smith called a meeting of the Governance Committee of MCCPS Board of Trustees to order on Tuesday May 5, 2020 at 7:03 PM.

Karl Smith made a motion to Accept Governor Baker's Executive Order allowing for remote meetings. Note that in light of the ongoing COVID-19 coronavirus outbreak, Governor Baker issued an emergency Order on March 12, 2020, allowing public bodies greater flexibility in utilizing technology in the conduct of meetings under the Open Meeting Law. This committee makes a motion to accept this Executive Order for this meeting of the Governance Committee, on May 5, 2020.

Paul Baker seconded the motion.

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

**Roll Call**

Kay O'Dwyer	Aye
Jeanne Smith	Aye
Cynthia Canavan	Aye
Karl Smith	Aye
Paul Baker	Aye
Elizabeth Burns	Aye
Christopher Riegler	Aye

**C. Approve Minutes**

Karl Smith made a motion to approve the minutes from Governance Monthly Meeting - February 2020 on 02-04-20.

Christopher Riegler seconded the motion.

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

**Roll Call**

Elizabeth Burns	Aye
Jeanne Smith	Abstain
Christopher Riegler	Aye
Karl Smith	Aye
Kay O'Dwyer	Aye
Cynthia Canavan	Aye

**D. Approve Minutes**

These minutes are not for the Governance Committee to approve - please disregard.

**E. Approve Minutes**

Kay O'Dwyer made a motion to approve the minutes from Governance Monthly Meeting - April 2020 on 04-08-20.

Elizabeth Burns seconded the motion.  
The committee **VOTED** to approve the motion.

**Roll Call**

Christopher Riegler Aye  
Jeanne Smith Aye  
Elizabeth Burns Aye  
Karl Smith Aye  
Paul Baker Abstain  
Kay O'Dwyer Aye  
Cynthia Canavan Aye

**F. Approve Minutes**

Paul Baker made a motion to approve the minutes from Governance Committee By Laws Review on 04-14-20.

Karl Smith seconded the motion.

Typo - in review by-laws draft - first roll call vote - under names - motion made - its - no apostrophe (note: corrected on May 29th).

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

**Roll Call**

Kay O'Dwyer Aye  
Jeanne Smith Aye  
Karl Smith Aye  
Cynthia Canavan Aye  
Christopher Riegler Aye  
Elizabeth Burns Aye

**II. Governance Matters**

**A. Board Meeting Update**

Paul Baker provided an update regarding the April 28th Board meeting.

He reviewed all of the key agenda items highlighting the following:

- HOS update
  - Staffing updates
  - Enrollment
  - Remote learning
- Finance
- HOS Evaluation - BOT - ValEd

Also a general discussion ensued regarding the potential updates needed to respond to the mandated social distancing and cleaning procedures based on the COVID 19 outbreak should school be held at the facility at the start of the new school year in August.

Several different ideas and topics were discussed. The potential financial impact was also noted.

## **B. Board Composition**

The current status of open seats and soon to be open seats were discussed in detail (see memo for specifics).

Several potential candidates were noted and discussed, including parents, teachers, committee members and future parents.

The group agreed to reach out to determine level of interest and invite the potential candidates to participate in future meetings.

## **C. By-Laws Update**

There were some initial discussions regarding the Head of School's ability to vote on Governance matters. In the end it was clarified during out review of the by-laws that he is a non-voting member of the committee.

With regards to the school's legal counsel's review notes and feedback regarding the updated by-laws, there was much discussion.

Initial questions regarded his overall experience with school / state law and a concern was raised regarding that level of expertise given some of the comments particularly with regards to emergency meetings and community members.

Peter Cohen noted that the attorney was vetted along with a few other potential candidates and based on a listing of existing clients, he was satisfied in the overall competency of the legal team engaged.

Some discussion and review of the language involving seated / sitting members resulted in some clarified and enhanced language within the by-laws.

Next ensued a protracted discussion regarding the approach to the Chair of Governance and how it should be captured in the by-laws.

Generally speaking there are two positions being promoted, one is to maintain the existing approach where the Chair of Governance is not required to be a board member and that the Governance Committee itself determines who the chair will be versus the updated approach to align Governance with all other committees where the chair is required to be a standing member of the Board of Trustees.

Matters such as independence, reporting responsibilities, work load, functions, and other areas were covered in detail with members providing their opinions and positions.

It was agreed that this committee had fulfilled our responsibility to present the board with updated by-laws and that the final determination on how to approach the Governance Chair would rest with the board members.

Therefore the updated draft with all of the comments and recommendations would be presented along with the a summary of the different positions for their consideration.

Karl Smith made a motion to Present the amended version of the by-laws as of May 5, 2020 to be presented to the Board of Trustees at the next scheduled meeting for their consideration.

Paul Baker seconded the motion.

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

**Roll Call**

Jeanne Smith	Aye
Cynthia Canavan	Aye
Christopher Riegler	Aye
Kay O'Dwyer	Aye
Paul Baker	Aye
Karl Smith	Aye
Elizabeth Burns	Absent

**III. Other Business**

**A. Planning for future meeting**

First Tuesday - June 2nd - 7 PM

Summary of items to consider for next meeting:

- Board composition memo
- Proposed calendar of relevant events and initiatives for Governance
- Potential training topics for the board retreat (Board on track 'nuts and bolts', Robert's Rules, etc)
- New trustee training

Karl Smith made a motion to Adjourn meeting.

Jeanne Smith seconded the motion.

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

**Roll Call**

Kay O'Dwyer	Aye
Christopher Riegler	Aye
Cynthia Canavan	Aye
Paul Baker	Aye
Elizabeth Burns	Absent
Jeanne Smith	Aye
Karl Smith	Aye

**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 8:30 PM.

Respectfully Submitted,  
Karl Smith

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**Documents used during the meeting**

- MCCPS Trustees Composition Report-May-2020.docx
- BYLAWS Working Copy, 2020-April 14, reviewed by counsel.docx